

P96000027039

Requestor's Name

Christo Industries Inc  
47 Birch Dr  
Hollywood FL 33026

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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-03/19/96--01015--002  
\*\*\*\*122.50 \*\*\*\*122.50

- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

| NEW FILINGS              |                   |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit            |
| <input type="checkbox"/> | NonProfit         |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication     |
| <input type="checkbox"/> | Other             |

| AMENDMENTS               |  |
|--------------------------|--|
| <input type="checkbox"/> | Amendment                              |
| <input type="checkbox"/> | Resignation of R.A., Officer/ Director |
| <input type="checkbox"/> | Change of Registered Agent             |
| <input type="checkbox"/> | Dissolution/Withdrawal                 |
| <input type="checkbox"/> | Merger                                 |

| OTHER FILINGS            |                  |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report    |
| <input type="checkbox"/> | Fictitious Name  |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/<br>QUALIFICATION |                     |
|--------------------------------|---------------------|
| <input type="checkbox"/>       | Foreign             |
| <input type="checkbox"/>       | Limited Partnership |
| <input type="checkbox"/>       | Reinstatement       |
| <input type="checkbox"/>       | Trademark           |
| <input type="checkbox"/>       | Other               |

3/21/96  
TB

FILED  
56 MAR 22 PM 3:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 21, 1996

CHRISTOHER C. BRUGNETTI  
47 BIRCH DRIVE  
HOLLYWOOD, FL 33026

SUBJECT: CHRISTO INDUSTRIES INC.  
Ref. Number: W96000006125

We have received your document for CHRISTO INDUSTRIES INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley  
Corporate Specialist

Letter Number: 596A00013039

ARTICLES OF INCORPORATION  
OF  
CHRISTO INDUSTRIES INC.

FILED  
36 MAR 22 PM 3:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporation(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

Christo Industries Inc.

3-21-96

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

47 Birch Drive  
Hollywood, Florida 33026

ARTICLE III  
DURATION

This corporation shall have perpetual existence commencing on the date of 3/21/96

ARTICLE IV  
PURPOSE

This corporation is organized primarily for the purpose of marketing/selling and for the general purpose of transacting any and all lawful business.

Said corporation shall further have powers:

To sue and be sued, complain, and defend in the corporate name in all actions on proceedings;

To purchase, take, receive, lease, or otherwise acquire own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations and secure any of its obligations by mortgage of all or any of its property, franchises, or income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise all powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation;

To make donations for the public welfare or for charitable scientific, or educational purposes;

To transact any lawful business which the board of directors shall find will be in and of governmental policy;

To pay pensions and establish pension plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary or convenient to effect its purpose;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute 607.014.

## ARTICLE V

### CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of preferred stock at \$1.00 par value and all of the same class. The corporation

is also authorized to have 200 shares outstanding of common stocks at any time.

#### ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

CHRISTOPHER C. BRUGNETTI  
47 Birch Drive  
Hollywood, Florida 33026

The street address of the initial registered office of this corporation is 47 Birch Drive, Hollywood, Florida 33026.

#### ARTICLE VII INCORPORATOR(S)

The name(s) and street address of the incorporator(s) to these Articles of Incorporation is (are):

CEO  
Sandra S. McShane  
3600 Cody Road  
Sherman Oaks, Ca 91403

President  
Christopher C. Brugnetti  
11864 N.W. 13th Street  
Pembroke Pines, Fl 33026

#### ARTICLE VIII BY LAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

#### ARTICLE IX

A. Initial shares of capital stock of this corporation shall be issued initially to the following persons and in the amounts set opposite their names:

|                          |            |
|--------------------------|------------|
| SANDRA S. MCSHANE        | 300 Shares |
| JAMES E. MALMBERG        | 300 Shares |
| CHRISTOPHER C. BRUGNETTI | 200 Shares |
| S. CHARLES BRUGNETTI     | 100 Shares |

B. Right of First Refusal. Before a shareholder sells or transfers all or any part of his shares of stock, the remaining shareholders, jointly or individually, shall have the right to purchase the shares of stock at one and a half of the book value provided the corporation is profitable. If said corporation is not profitable said shares are to be purchased under the same terms and conditions of the original purchase. The selling shareholder must notify the remaining shareholders in writing of the proposed sale including the terms of the sale. The remaining shareholders shall have one

hundred and twenty (120) days from the date they are notified of the proposed transfer in which to exercise their option to purchase. If the shareholders do not exercise their right to purchase, the shares may be sold or transferred at full market value.

In case of the demise of any of the shareholders that shareholder's Will and Final Testament, will govern the disbursement of the shares held, however the Board of Directors will retain full voting rights over said inherited shares; proxy distribution will be dictated by the existing percentage of stock ownership across shareholders until such time as the surviving shareholders vote inheritor onto the Board, the inheritor exercises "Right of First Refusal" pursuant with Article IX, B, or status quo is maintained.

C. Dividends: Board of Directors shall have the right, by vote, to issue stock dividends in any amount on preferred and/or common stock. Amounts may differ by stock type.

#### ARTICLE X PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock rata share thereof (as nearly as may be done without issuance of fractional shares) shall have the opportunity to purchase at the price at which it is offered to others.

#### ARTICLE XI APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such is required by law.

#### ARTICLE XII MANAGEMENT

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the Board of Directors of this corporation.

#### ARTICLE XIII POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

#### ARTICLE XIV DIRECTORS COMPENSATION

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

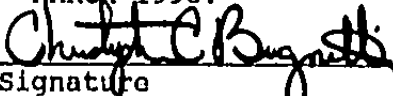
ARTICLE XV  
SECTION 1244 STOCK

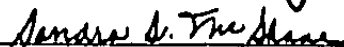
Prior to issuance of any stock the directors are hereby authorized, empowered and directed to take such action and form such a plan as to comply with all provisions of Section 1244 of the Internal Revenue Code of 1954 in qualifying the stock of this corporation of Section 1244 Stock.

ARTICLE XVI  
AMENDMENT

This corporation reserves the right to amend, change or otherwise repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 21 day of MARCH 1996.

  
Signature

  
Signature

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement indesignating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: CHRISTO INDUSTRIES INC.
2. The name and address of the registered agent and office is:

CHRISTOPHER C. BRUGNETTI

\_\_\_\_\_  
(NAME)  
47 BIRCH DRIVE

\_\_\_\_\_  
(ADDRESS)  
HOLLYWOOD, FLORIDA 33026

\_\_\_\_\_  
(CITY/STATE/ZIP)

FILED  
96 MAR 22 PM 3:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

*Christopher Brugnetti*

DATED

*3/21/98*