

P96000041470

James A. Plachette
Halwin W. Held, Jr.
Charles W. McBurney, Jr.
Dale R. Campton
R. Joseph Dill

of Counsel
Philip C. Owen

FINCHETT, OWEN & HELD

ATTORNEYS AT LAW

1916 RIVERPLACE TOWER

1301 RIVERPLACE BOULEVARD

JACKSONVILLE, FLORIDA 32207

TELEPHONE 904/398-7036

FAX NO. 904/398-4283

May 3, 1996

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

RE: Discount Max

Gentlemen:

Enclosed you will find Articles of Incorporation in duplicate for filing. Also enclosed is our check to cover the following:

Filing fee	\$ 35.00
Certified copy, Articles	52.50
Registered Agent Fee	<u>35.00</u>
TOTAL	\$ 122.50

Please return the certified copy of the Articles to the attention of the undersigned.

Thank you for your prompt attention to this matter.

Yours very truly

Charles W. McBurney, Jr.

CWM/kp

Enclosures

cwm\5-2.kp

FILED
MAY - 6 PM 11:23
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE

Charles
GAVE
AUTHORIZATION BY PHONE TO
CORRECT Name add Inc.
DATE 5-15-96 @ 11:4
DOC. EXAM. D. Callaway

ARTICLES OF INCORPORATION

1. The name of the corporation shall be Discount Max, Inc.
2. The general matter of the business to be conducted by the corporation shall be:
 - (a) Operation of any lawful activity for which corporations may be organized under the Florida Business Corporation Act.
 - (b) To purchase, or otherwise acquire, lease, assign, mortgage, pledge or otherwise dispose of any tradenames, trademarks, concessions, inventions, formulas, improvements processes of any nature whatsoever, copyrights and letter patent of the United States, or foreign countries, and to accept and grant licenses thereunder.
 - (c) To subscribe or cause to be subscribed for, and to purchase or otherwise acquire, hold for investment, sell, assign, transfer, mortgage, pledge, exchange, distribute, or otherwise dispose of the whole or any part of the shares of capital stock, bonds, coupons, mortgages, deeds of trust, debentures, securities obligations, notes and other evidences of indebtedness of any corporation, stock company or association, now or hereafter existing, and whether created by or under the laws of the State of Florida, or otherwise, and while owners of any of the said shares of capital stock or bonds or other property to exercise all the rights, powers, and privileges of ownership of every kind and description including the right to vote thereon, with the power to designate some person for that purpose from time to time to the same extent as natural person might or could be.
 - (d) To purchase, hold, sell and reissue the shares of its own capital stock.
 - (e) To buy, lease or otherwise acquire, so far as may be permitted by law, the whole or any part of the business,

goodwill and assets of any person, firm association or corporation (either foreign or domestic) engaged in business of the same general character as that for which this corporation is organized.

(f) To endorse, guarantee and secure the payment and satisfaction of bonds, coupons, mortgages, deeds of trust, debentures, securitization, obligations and evidences of indebtedness, and also guarantee and secure the payment of satisfactions of interest on obligations and of dividends on shares of the capital stock of the other corporations, also to assume the whole or any part of the liabilities existing or prospective, of any person, corporation, firm or association, and to aid in any manner any other person or corporation with which it has business dealings, or whose stocks, bonds, or other obligations are held or are in any manner guaranteed by the corporation, and to do any other acts and things for the preservation, protection, improvement, enhancement of the value of such stocks, bonds, or other obligations.

(g) To engage in any other manufacturing or mercantile business of any kind or character whatsoever, and to that end to acquire, hold, own and dispose of any and all property, assets, stocks, bonds and rights of any and every kind.

(h) Without in particular limiting any of the objects and power of the corporation, it is hereby expressly declared and provided that the corporation shall have the power to do all things hereinbefore enumerated, and also to issue or exchange stocks, bonds, and other obligations in payment for property purchased or acquired by it, or for any other object in and about its business, to borrow money without limit, to mortgage or pledge its franchises, real or personal property, income and profits accruing to it, any stocks, bonds, or other obligations, or any property which may be acquired by it, and to secure any bonds or other obligations by it issued or incurred.

(1) To carry on any business whatsoever which the corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated, directly or indirectly, to promote the interest of the corporation or enhance the value of its property, to conduct its business in this state, in other states, in the District of Columbia, in the territories and colonies of the United States, and in foreign countries, to hold, purchase, mortgage, and convey real and personal property, either in or out of the State of Florida, and to have and to exercise all powers conferred by the laws of Florida upon corporations formed under the act pursuant to and under which this corporation is formed.

3. The amount of stock authorized shall be 10,000 shares of common stock with a par value of \$1.00 per share.

4. The amount of capital with which the corporation shall begin business shall be \$500.00.

5. The corporation shall have perpetual existence.

6. The street address of the corporation's initial principal office shall be 2164 Gilmore Street, Jacksonville, Florida 32204.

7. The name of its registered agent shall be Charles W. McBurney, Jr., Esquire, having the address of Fischette, Owen & Held, 1301 Riverplace Boulevard, Suite 1916, Jacksonville, Florida 32207.

8. The number of directors of the corporation shall be fixed from time to time by the By-Laws, and the number may be altered as therein provided. In cases of any increase in the number of directors, the additional directors shall be elected as provided by the By-Laws, by the directors, or by the stockholders at any annual or special meeting. In case of any vacancy in the Board of Directors, the remaining directors, by affirmative vote of the majority thereof, may elect a successor to hold office for the

unexpired portion of the term of the director whose place is vacant and until his successor shall be duly elected and qualified.

9. In furtherance and not in limitation of the powers conferred by law, the Board of Directors are expressly authorized:

(a) To make, alter, amend and repeal the By-Laws of the corporation.

(b) To remove at any time any officer elected or appointed by the Board of Directors by only the affirmative vote of a majority of the whole Board of Directors. Any other officer or employee of the corporation may be removed at any time by vote of the Board of Directors, or by any committee or superior officer upon whom such power of removal may be conferred by the By-Laws or by the vote of the Board of Directors.

(c) To designate, by resolution passed by a majority of the whole board, two or more of their number, to constitute an executive committee, who to the extent provided in said resolution or in the By-Laws of the corporation, shall have and exercise powers of the Board of Directors in the management of the business and affairs of the corporation, and shall have power to authorize the seal of the corporation to be affixed to all papers which may require it. A majority of such committee shall constitute a quorum for the transaction of business.

(d) To designate any other standing committee by the affirmative vote of a majority of the whole board, and such standing committee shall have any and may exercise such powers as shall be conferred or authorized by the By-Laws, including the power to cause the seal of the corporation to be affixed to any papers which may require it.

(e) From time to time, to fix and vary the sum to be reserved over and above its capital stock paid in before declaring any surplus or net profits over and above the stock paid in; to fix the time declared for any paying

for any dividends, and, unless otherwise provided in this certificate or in the By-Laws, to determine the amount of any dividends. All sums reserved as working capital or otherwise provided in this certificate or in the By-Laws, to determine the amount of any dividends. All sums reserved as working capital or otherwise may be applied from time to time to the acquisition or purchase of bonds or other obligations or shares of its own capital stock or other property to such extent and in such manner and upon such terms as the Board of Directors shall deem expedient and neither the stocks, bonds, or other property so acquired shall be regarded as accumulated profits for the purpose of declaring or paying dividends unless otherwise determined by the Board of Directors, but shares of such capital stock so purchased or acquired may be resold, unless such shares shall have been retired for the purpose of decreasing the company's capital stock as provided by law.

(f) From time to time to determine whether and to what extent and what time and place and under what conditions and regulations the accounts and books of the corporation (other than the stock ledger), or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect an account, book or document of the corporation, except as conferred by statute or authorized by the Board of Directors or by resolution of the stockholders.

(g) With the written consent of the holders of two-thirds of its issued and outstanding stock of all classes, without a meeting, or pursuant to the affirmative vote in person or by proxy of the holders of two-thirds of its issued and outstanding stock of all classes, at any meeting, either annual or special, called as provided by the By-Laws, the Board of Directors, may sell, convey, assign, transfer, or otherwise dispose of any part of or all of the property, assets, rights and privileges of the corporation as an entirety, for the

stocks, bonds, obligations or other acquisition of another corporation of this or any other state, territory, colony, or foreign country, or for cash, or part cash, credit or property, or for such other consideration as the Board of Directors, in their absolute and uncontrolled discretion may determine.

(h) The corporation may, by its By-Laws, confer upon the director powers and authorities additional to the foregoing and to those expressly conferred upon them by statute.

10. The name and post office address of the members of the first Board of Directors, and the first officers, who unless otherwise provided, shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Charles L. Rucker	2164 Gilmore St., Jacksonville, FL 32204
Robin T. Lumb	2164 Gilmore St., Jacksonville, FL 32204
Terry Anderson	2164 Gilmore St., Jacksonville, FL 32204
Melvin Godwin	2164 Gilmore St., Jacksonville, FL 32204
Cynthia Platt	2164 Gilmore St., Jacksonville, FL 32204
David Fletchall	2164 Gilmore St., Jacksonville, FL 32204

11. The undersigned hereby subscribes to the Articles of Incorporation and agrees to take the number of shares as indicated.

<u>NAME</u>	<u>ADDRESS</u>
Charles W. McBurney, Jr.	Fischette, Owen & Held 1301 Riverplace Boulevard, Suite 1916 Jacksonville, Florida 32207

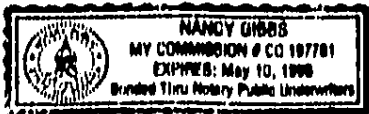

Charles W. McBurney, Jr.

STATE OF FLORIDA
COUNTY OF DUVAL

Before me, the undersigned authority, personally appeared Charles W. McBurney, Jr., Esquire, to me known to be the individual described in and who executed the foregoing Articles of

Incorporation and he acknowledged before me that he executed the same for the purposes therein expressed.

Witness my hand and official seal in Duval County, Florida, this 31 day of May, 1996.



(SEAL)

Nancy Gibbs
(Signature of Notary)

Nancy Gibbs
NOTARY PUBLIC
Commission Number: CO197781
My Commission expires: 5/10/98

I, Charles W. McBurney, Jr., Esquire, do hereby accept the appointment as registered agent for service of Discount Max.

Charles W. McBurney, Jr.
Charles W. McBurney, Jr., Esquire

owa\dsart.kp

FILED
56 MAY -3 PM 11:23
DUVAL COUNTY, FLORIDA

P96000041470

OFFICE USE ONLY (Document #)

Charles L. Rothen, Jr.
(Requester's Name)
3014 Heredia Street
(Address)
Tampa, FL 33609
(City, State, Zip) (Phone #)

FILED
97 MAR -3 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 #)

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

Restated cert
VS MAR 6 1997

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 24, 1997

CHARLES L. ROCKER, JR.
3014 HORATIO STREET
TAMPA, FL 33609

SUBJECT: DISCOUNT MAX, INC.
Ref. Number: P96000041470

We have received your document for DISCOUNT MAX, INC. and your check(s) totaling \$210.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If shareholder approval was not required, a statement to that effect must be contained in the document.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The fee to file your document is \$35.

The fee for a certified copy is \$52.50. A certificate of status is \$8.75.

We are returning your check for \$210.00 to be replaced by one in the correct amount of \$87.50.

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

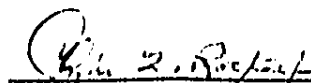
If you have any questions concerning the filing of your document, please call (904) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 997A00009499

CERTIFICATION

This is to certify that a meeting of the Board of Directors of Discount Max, Inc., a Florida corporation, held at the offices of the corporation at Jacksonville, Duval County, Florida, on the 13th day of December, 1996, all of the Directors of the said corporation being present, the Directors, with the endorsement of the incorporator, unanimously adopted a resolution amending the Articles of Incorporation thereby constituting the Articles of Restatement as hereinafter set forth which Articles of Restatement do not require shareholder approval.


Chairman

RESOLVED, that the Articles of Incorporation of this corporation be amended and be restated as follows:

ARTICLES OF RESTATEMENT

OF

DISCOUNT MAX, INC.

ARTICLE I

The name of this corporation is DISCOUNT MAX, INC.
(the "Corporation").

ARTICLE II

The Corporation shall exist perpetually.

ARTICLE III

The principal place of business and the mailing address of the Corporation is 1049 Kings Avenue, Jacksonville, Florida 32207.

FILED
97 MAR -3 PM 12:24
TALLAHASSEE FLORIDA
SECRETARY OF STATE

ARTICLE IV

The number of shares of stock that the Corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) shares of common stock. All of such shares are without par value.

ARTICLE V

The amount of capital with which the Corporation will begin business shall not be less than Five Hundred Dollars (\$500.00).

ARTICLE VI

The name of its registered agent shall be Charles L. Rucker, Jr., Esquire, having the address of 3014 Horatio Street, Tampa, Florida 33609.

ARTICLE VII

The name and street address of the incorporator of these Articles of Incorporation is:

CHARLES W. MCBURNEY, JR.

1301 Riverplace Boulevard, Suite 1916

Jacksonville, Florida 32207

ARTICLE VIII

The Corporation shall have four (4) directors. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the shareholders but shall never be less than three (3).

ARTICLE IX

The names and the street addresses of the Directors of the Corporation are:

CHARLES L. ROCKER, JR., 2919 Santiago Street
Tampa, Florida 33629

ROBIN T. LUMB, 2164 Gilmore Street
Jacksonville, Florida 32204

TERRY ANDERSON, 2164 Gilmore Street
Jacksonville, Florida 32204

DAVID FLETCHALL, 2164 Gilmore Street
Jacksonville, Florida 32204

ARTICLE X

The Corporation is organized and empowered to do all and everything necessary and proper for the accomplishment of any lawful activity for which corporations may be organized under the laws of the State of Florida and for the accomplishment of the objects enumerated in these Articles of Incorporation, or of any amendments hereof, or necessary or incidental to the protection and benefit of the Corporation, and to have and to exercise all of the powers conferred by the laws of the State of Florida and of the laws of the United States of America and of the principles of common law upon corporations organized under and by virtue of the laws of the State of Florida, and in general to carry on any lawful business necessary or incidental to the attainment of the objects of the Corporation, whether or not such business is similar in nature to the objects set forth in these Articles of Incorporation, or to any amendments hereof, and to perform any other act or thing which may tend to promote the interest of the Corporation and is not forbidden by law to the same extent

as natural persons might or could do, and the foregoing phrases and clauses shall be construed both as objects and powers, and it is expressly provided that nothing enumerated herein shall be held to limit or restrict in any manner the powers of the Corporation.

ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to a majority of the shares of stock entitled to vote thereon, unless all of the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, we the undersigned, being each and all of the Directors of the Corporation, do hereunto set our hands and seals at Jacksonville, Duval County, Florida this 13th day of December, 1996.

Witness:

Carol H. Baldwin

Christi Thompson

Nancy Canoll

Bonnie J. Davis

Charles L. Rucker, Jr.
CHARLES L. RUCKER, JR.

Robin T. Lumb
ROBIN T. LUMB

Terry Anderson
TERRY ANDERSON

David Fletchall
DAVID FLETCHALL

STATE OF FLORIDA)
COUNTY OF DUVAL)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared the persons described as the Directors and the registered agent, Charles L. Rocker, Jr., Robin T. Lumb, Terry Anderson, David Fletcher, and who executed the foregoing Articles of Restatement and acknowledged before me that they are the Directors and the registered agent of these restated Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 15th day of December, 1996.



YOLANDA G. HATCHELL
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires Jan. 11, 2000
COMMISSION NO. 00520184

Yolanda G. Hatchell
Notary Public

ACCEPTANCE

Having been named as registered agent, I hereby accept the appointment and agree to accept service of process for the Corporation.

Charles L. Rocker, Jr., Esquire

Date: December 13, 1996

INCORPORATOR

I, CHARLES W. MCBURNEY, JR., incorporator of the Articles of Incorporation of Discount Max, Inc., endorse the action of the Board of Directors of said corporation taken at a meeting held on the 13th day of December, 1996 amending and restating said Articles of Incorporation.

Charles W. McBurney, Jr., Esquire