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JAMES E. TICE ASSOCIATES

Public Accountant 10220 S.W. 260th Street Homestead, Florida 33031

> Telephone: (305) 247-3700 Fax: Call First

> > FILED

3 PH 1:47

May 30, 1996

The Empire Corporato Kit Co. Inc. 1492 W. Flagler street Miaml, Florida

Dear Jemma.

Enclosed please find three copies of Articles of Incomporation for the above named corporation. Also enclosed therewith is a check in the amout of \$70.00 made payable to the Secretary of State for filing fee.

Ro: Incorporation of

P. δ B Enterprises.

Homestead, Inc.

Please prepare and deliver to my home the Corporate Minute book and seal at your convenience. Thank you for your assistance in this matter.

Sincorely, Time James E. Tice Áccountant

ARTICLES OF INCORPORATION

01

P & B ENTERPRISES OF HOMESTEAD, INC. The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a Corporation underthe laws of the SINTE of Florida:

Same ARTICLE I - NAME

The name of the Corporation is

P & B ENTERPRISES OF HOMEST BAD, INC.

ARTICLE II - DURATION

The Corporation is to commonce its corporate existence on the date of subscription and acknowledgement of these Articles of Incorporation and shall perpetually exist thereafter until dissolved sooner according to law.

ARTICLE 111 - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV _ STATED CAPITAL

The Corporation is authorized to issue 500 shares of

No par value common stock.

Each outstanding share, regardless of class, shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for such consideration having a value not less than the par value of the shares issued therefor, as is determined from time to time by the Board of Directors, to be paid . in whole or in part, in cash or other property, tangible or intangible or in labor or in services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable.

ARTICLE V _ BOARD OF DIRECTORS

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

Any and all powers and duties conferred to or imposed upon the Board of Directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The Corporation shall have three (3) directors initially. The number of Directors may thereafter be increased or decreased from time to time in accordance with the By - Laws of the Corporation.

The names and street addresses of the initial Directors who shall hold office until their successors, who shall be chosen at the first meeting of the stockholders, have qualified shall be:

NAME

ADDRESS

Homestead, Florida 33031

Robin . W. Boggess	26175 SW 123rd Court Naranja, Florid 33032
Hiram Pruitt	26175 SW 123rd Court Naranja, Florida 33032
James E. Tice	16220 SW 280th Street

ARTICLE VI - INDEMNIFICATION

The corporation shall indemnify any present or former officer of director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE VII - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any By-Law adopted by the shareholders if the shareholders provide that such By-Law shall not be altered, amended, or repealed by the Board of Directors.

ARTICLE VIII - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the share holders is subject to this reservation.

ARTICLE 1X - INCORPORATOR

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

NAME

AHDRESS

James E. Tice 16220 SW 280th Street Homestead, Florida 33031 ARTICLE X -INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 16220 SW 280th St. Homestead, Florida and the name of the initial registered agent of the Corporation at that address is James E. Tice CHRITIFICATE - DESIGNATING PLACE OF BUSINESS OR DOMICHLE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 607.034, Plroida Statutes. the following is submitted:

 First that
 P & B Enterprises
 of Homestond, desiring to Inc.

 organize or qualify under the laws of the State of Plorida,
 Inc.

 with its principal place of business at
 16220 SW 280th Street of Elorida, has named James E. Tice
 Inc.

 Homestead, State of Florida, has named James E. Tice
 Inc.
 Inc.

 16220 SW 280th Street of Homestead
 State of Florida, as its
 Inc.

 agent to accept service of process within the state of Florida.
 State of Florida.

leio Signature Jilleonbrato Title DAIB 5/30/96

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature lames E. Resident Agent

Date 5/30/96

IN WITNESS WHEREOF, the undersigned, as incorporator, does hereby execute these Articles of Incomporation this 30th Day of

1996

May

in E Teca Signature Tice