

P 96 0000 53851



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June 21, 1996

Secretary of State  
Division of Corporations  
409 Gaines Street  
PO Box 6327  
Tallahassee, FL 32314-6327

800001874293  
-06/25/96--01023--1115  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: Jadoun II, Inc.

Enclosed please find two sets of originals of the Articles of Incorporation for the above referenced corporation. I have also enclosed a check in the amount of \$70.00 for filing of the Articles of Incorporation (this includes designation of registration agent. It is my understanding that your office will return a date-stamped copy of the Articles of Incorporation and, therefore, I am not including the additional charge for the certified copy.

Thank you for your prompt attention to this matter. If you should have any questions, please give me a call.

Sincerely,

M C Cabello  
Management Consultant

cc: Jadoun II, Inc. file

FILED  
56 JUN 24 AM 11:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

3/11  
6/25/96

ARTICLES OF INCORPORATION  
OF  
JADOUN II, INC.

FILED  
96 JUN 26 AM 11:32  
CLERK OF THE CIRCUIT COURT  
TALLAHASSEE, FLORIDA

The undersigned incorporator of these Articles of Incorporation does hereby form a corporation pursuant to the Florida General Corporation Act and does hereby adopt the following Articles of Incorporation

ARTICLE ONE  
NAME AND PRINCIPAL OFFICE

The name of this Corporation is JADOUN II, INC. The corporations principal office is located at 7317 State Road 54, New Port Richey, Florida 34653-6107.

ARTICLE TWO  
DURATION

The Corporation is to exist perpetually.

ARTICLE THREE  
PURPOSE

This Corporation is organized to transact any and all lawful business for which Corporations may be incorporated under the Florida General Corporation Act, including purchase and resale of goods to the general public.

ARTICLE FOUR  
CAPITAL STOCK

The aggregate number of shares which this corporation is authorized to issue is 10,000 shares of Common Stock, each having a par value of One Dollar ( \$1.00 ). Once issued, all shares shall be deemed fully paid and non-assessable.

**ARTICLE FIVE**  
**PREEMPTIVE RIGHTS**

Each shareholder of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

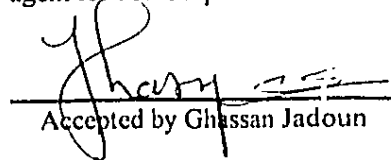
**ARTICLE SIX**  
**TRANSFER OF SHARES**

All of the issued and outstanding shares of the Corporation shall be made subject to restrictions on transferability by agreement among the holders of the shares. A copy of such agreement shall be kept on file at the principal office of the Corporation and shall be subject to inspection by stockholders of record and bona fide creditors of the Corporation at reasonable times during business hours.

**ARTICLE SEVEN**  
**REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation 7317 State Road 54, New Port Richey, Florida 34653-6107 and the name of the initial registered agent at such address is Ghassan Jadoun, whose acceptance is noted below.

I am familiar with and accept the duties and responsibilities as registered agent for this Corporation.

  
Accepted by Ghassan Jadoun

**ARTICLE EIGHT**  
**DIRECTORS**

The Board of Directors will consist of no less than one and no more than five Directors, the exact number to be determined by the Bylaws (with any modification or change in number, within this range, to also be by amendment to the Bylaws). The initial Board of Directors will consist of 1 ( One ) member: Ghassan Jadoun.

**ARTICLE NINE**  
**INCORPORATION**

The name and address of the person signing these Articles is: Ghassan Jadoun, 7317 State Road 54, New Port Richey, Florida 34653-6107.

**ARTICLE TEN**  
**INDEMNIFICATION**

The Corporation shall indemnify any Officer or Director, or any former Officer and Director, to the full extent permitted by law.

**ARTICLE ELEVEN**  
**OTHER PROVISIONS**

There are no other provisions for the regulation of the internal affairs of this Corporation except as set forth in the Bylaws of the Corporation.

In Witness Whereof, the undersigned Incorporator has executed these Articles of  
Incorporation this 21st day of June 1996

FILED

JUN 24 11:32

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

By Ghassan Jadoun

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged and sworn to by me this 14th day of June  
1996, by Ghassan Jadoun, who (X) is personally known to me ( ) produced  
\_\_\_\_\_ as identification.

Marian C. Chell (signature of notary)

(SEAL) \_\_\_\_\_ (printed name of notary)

\_\_\_\_\_ (serial number, if any)

X