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Prepared By:  
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ARTICLES OF INCORPORATION  
OF  
BJ SMITH ENTERPRISES, INC.

The undersigned subscribers by the Articles associate themselves for the purpose of forming a corporation pursuant to the laws of the State of Florida, and hereby adopt the following Articles of Incorporation:

ARTICLE I  
NAME

The name of the Corporation shall be BJ Smith Enterprises, Inc. for convenience, the Corporation shall be referred to in this instrument as the "Corporation", these Articles of Incorporation as the "Articles", and the By-Laws of the Corporation as the "By-Laws".

ARTICLE II  
PURPOSE

This Corporation may engage in any or all lawful activities permitted under the laws of the United States, the State of Florida, or any other State of the United States or any foreign country, territory or nation or any political subdivision thereof and to transact any business permitted under said laws of the United States, the State of Florida, or any other State of the United States or any foreign country, territory or nation or any political subdivision thereof.

ARTICLE III  
DURATION

The Corporation shall have perpetual existence.

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**ARTICLE IV  
CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is TEN THOUSAND (10,000) shares of common stock, each share having a par value of ONE DOLLAR (\$1.00).

No holder of shares of stock of any class shall have preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassified any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

**ARTICLE V  
ADDRESS**

The initial registered office of this Corporation is 946 N.E. 126th St. Miami, Florida 33161. The name of the initial Registered Agent of said Corporation at such address is Barbara J. Hemsted Smith. The principal place of business of the said Corporation is 946 N.E. 126th St. Miami, Florida 33161.

**ARTICLE VI  
DIRECTORS**

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The Corporation shall have one director initially, whose name and address is as follows:

Barbara J Hemsted Smith  
978 NE 115 Street, Biscayne Park, Fl. 33161

ARTICLE VII  
ELECTION OF THE BOARD OF DIRECTORS

The Board of Directors shall be elected at the annual meeting of the stockholders. The initial meeting shall be held within three months of the incorporation of this Corporation at a time and place to be set by the Board of Directors in accordance with law.

ARTICLE VIII  
DUTIES AND POWERS OF THE BOARD OF DIRECTORS

The property, business and affairs of the Corporation shall be managed by the Board of Directors who shall elect all officers of the Corporation and shall perform all other duties imposed on them by these Articles, by the By-Laws, and by law.

ARTICLE IX  
BY-LAWS

The By-Laws of the Corporation shall be adopted by the Board of Directors at the first meeting thereof.

ARTICLE X  
SUBSCRIBER

The name and address of the subscriber of this Corporation is as follows:

Barbara J Hemsted Smith  
978 NE 115 Street, Biscayne Park, Fl. 33161

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**ARTICLE XI  
OFFICERS**

The name and address of the initial officer of the Corporation who shall hold office for the first year of the Corporation, or until the successors are elected or appointed are:

Barbara J Hemsted Smith  
978 NE 115 Street, Biscayne Park, Fl. 33161

**ARTICLE XII  
INDEMNIFICATION**

The subscribers, along with the officers and directors of the Corporation shall be indemnified and held harmless by the Corporation from and against any and all claims, losses, costs, liability or expense incurred by him or her in connection with or resulting in any claim, action, suit or proceeding, in which he or she may become involved, as a party or otherwise, by reason of his or her being or having been a director, officer or employee of the Corporation, whether or not he or she continues to be such at the time such loss, costs, liability or expense is imposed or incurred, except with regard to matters as to which any such director, officer or employee is found guilty of gross negligence or willful misconduct in the performance of his or her duty.

**ARTICLE XIII  
SUB CHAPTER S CORPORATION**

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, amended.

The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation,

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which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

IN WITNESS WHEREOF, the undersigned subscriber have executed the foregoing Articles of Incorporation this 25th day of June, 1996.



Barbara J Hemsted Smith

STATE OF FLORIDA  
COUNTY OF DADE

Before me personally appeared Barbara J Hemsted Smith to

me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation and acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the county and state above named this 25th day of June, 1996.



JUDITH A. LANDIS  
COMMISSION # CC 370618  
EXPIRES MAY 18, 1998  
BONDED THRU  
ATLANTIC BONDING CO., INC.

*Judith A. Landis*  
Notary Public

FILED  
JUN 25 1996  
12:10 PM

#### ACCEPTANCE

I certify that I am a permanent resident of Dade County Florida whose place of residence and post office address are as set forth above. I accept the foregoing designation as resident agent.

June 25, 1996

*Barbara J Hemsted Smith*

Barbara J Hemsted Smith

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