

P96000065921

AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

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OFFICE USE ONLY

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

1. DOODLE'S, INC.

(Corporation Name)

(Document #)

2. \_\_\_\_\_  
(Corporation Name)

(Document #)

3. \_\_\_\_\_  
(Corporation Name)

(Document #)

4. \_\_\_\_\_  
(Corporation Name)

(Document #)

Walk in

Pick up same

3:00

Certified Copy

Mail out

Will wait

Photocopy

Certificate of Status

| NEW FILINGS                                |  |
|--|--|
| <input checked="" 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               |  |

ARTICLES OF INCORPORATION  
OF  
DOODLE'S, INC.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is DOODLE'S, INC., (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 101 Seabreeze Boulevard, Daytona Beach, Florida 32118 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez  
343 Almeria Avenue  
Coral Gables, Florida 33134

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

|                        |                     |
|------------------------|---------------------|
| President:             | Douglas C. Wolfe    |
| Senior Vice-President: | Barry Russ          |
| Secretary:             | Douglas C. Wolfe    |
| Treasurer:             | Douglas C. Wolfe    |
| Vice-President:        | Terry Leigh Schmidt |

whose addresses shall be the same as the principal office of the Corporation.



343 ALMERIA AVENUE • CORAL GABLES, FL 33134 • (305) 445-2700 • (800) 603-3900 • FACSIMILE (305) 447-8900  
MAILING ADDRESS - POST OFFICE BOX 144479, CORAL GABLES, FL 33114-4479

## ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

Douglas C. Wolfe  
Barry Russ  
Terry Leigh Schmidt

whose addresses shall be the same as the principal office of the Corporation.

## ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any 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.

7.3 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.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify 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 8 - 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, as amended.



8.1 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.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all 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, 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.

8.3 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."

#### **ARTICLE 9 - SHAREHOLDERS' RESTRICTIVE AGREEMENT**

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

#### **ARTICLE 10 - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### **ARTICLE 11 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.



## ARTICLE 12 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

## ARTICLE 13 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is AmeriLawyer® Chartered, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is AmeriLawyer® Chartered, 343 Almeria Avenue, Coral Gables, Florida 33134.

## ARTICLE 14 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

## ARTICLE 15 - EFFECTIVE DATE

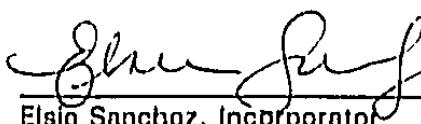
These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

## ARTICLE 16 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this AUG 06 1996.



Elsio Sanchez, Incorporator

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100-7  
20  
1-4

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

AmeriLawyer® Chartered, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

AmeriLawyer® Chartered

By:

Natalia Rivera, Vice President



P96000065921



August 21, 1996

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: DOODLE'S, INC.  
P96000065921

Dear Sirs:

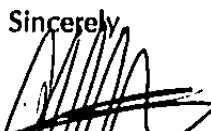
Please let this letter serve as authorization to change the the following relating to the above captioned corporation:

1. Current Corporate/Mailing Address on File: New Corporate/Mailing Address:

101 Seabreeze Boulevard  
Daytona Beach, Florida 32118

318 Seabreeze Boulevard  
Daytona Beach, Florida 32118

Thank you for your attention to this matter. Should you have any questions, please contact the undersigned.

Sincerely  
  
Matilda Utrera  
Attorney at Law

RECEIVED  
96 AUG 22 AM 10:56  
DIVISION OF CORPORATION  
*Debra  
8/22/96*

CC: Mr. Wolfe

Readd

P960000065921

1138 Squirrel Nest Lane  
Port Orange Fl. 32119

March 1997  
April 14, 1997

Florida Dept. of State  
Division of Corporations  
PO Box 6327  
Tallahassee Fl. 32314

1000002145981-2  
-04/17/97-01031--015  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Sir/Madam:

I submit herewith an application for the dissolution of Doodle's Inc. in accordance with the Florida statutes governing such action. While we recognize your recommendation for retaining an attorney in such preparation we find the cost of such which ranged from \$300 and higher and in an amount we just can't afford at this time. Simply we just don't have the moneys necessary.

If the form is proper as presented we ask it be processed accordingly and submit herewith our check in the amount of \$35/00 for such filing.

Any action taken on this request will be appreciated.

very truly yours,

*Douglas C. Wolfe*  
by:

Douglas C. Wolfe, President/ Sec  
Doodle's, Inc

97 MAY -7 PM 2:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SH 5/8  
Diss

FILED



**FLORIDA DEPARTMENT OF STATE**  
Sandra B. Mortham  
Secretary of State

April 23, 1997

Douglas C. Wolfe  
1138 Squirrel Nest Lane  
Pt. Orange, FL 32119

**SUBJECT: DOODLE'S, INC.**  
Ref. Number: P96000065921

We have received your document for DOODLE'S, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You cannot alter the statements contained in the section labeled "Third". If neither choice applies to your situation, you will need to complete the enclosed dissolution form that is pursuant to 607.1403, Florida Statutes.

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) 487-6908.

Steven Harris  
Corporate Specialist

Letter Number: 997A00020753

## ARTICLES OF DISSOLUTION

*Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:*

FIRST: The name of the corporation is: Douglas Inc.

SECOND: The date dissolution was authorized: March 6, 1997

THIRD: Adoption of Dissolution (CHECK ONE)

Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

Dissolution was approved by vote of the shareholders through voting groups.

*The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:*

The number of votes cast for dissolution was sufficient for approval by

\_\_\_\_\_  
(voting group)

Signed this 6 day of March, 1997

Signature Douglas C. Wolfe  
(By the Chairman or Vice Chairman of the Board, President, or other officer)

Douglas C. Wolfe  
(Typed or printed name)

President / Secretary  
(Title)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 MAY -7 PM 2:43

FILED