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8/28/96

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NAME: LINTERS INC.

AUDIT NUMBER.....H96000012063

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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Articles of Incorporation

of

LINTERS INC.

ARTICLE I

Name and Duration

The name of the Corporation is Linters Inc. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation in the State of Florida is 1833A North Third Street, in the City of Jacksonville Beach, FL 32250.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 10151 Deerwood Park Blvd., Building 100, Suite 250, in the City of Jacksonville, County of Duval 32256. The name of the registered agent at such address is Richard G. Hathaway.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

Prepared by Halcyon E. Skinner, Esq.
Mahoney Adams & Criser, P.A.
P. O. Box 4099
Jacksonville, FL 32201
(904) 354-1100
Attorney No. 0169598

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2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

1. Authorized Capital. The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time is Thirty Million (30,000,000) shares, which shall be divided into classes as follows:

- (a) Ten Million (10,000,000) shares of preferred stock with no par value, (hereinafter referred to as "Preferred Stock"); and
- (b) Twenty Million (20,000,000) shares of common stock with no par value (hereinafter referred to as "Common Stock").

All of such shares shall be issued fully paid and nonassessable.

2. Preferred Stock. The Board of Directors is authorized at any time and from time to time to divide the Preferred Stock into one or more series and to fix and determine the relative rights, preferences and limitations of the shares of any series so established. The Board of Directors shall adopt a resolution establishing and designating the series, determining the number of shares which shall constitute such series and determining the relative rights, preferences and limitations thereof, which relative rights, preferences and limitations may differ with respect to each series as to:

- (a) The rate or manner of payment of dividends on such series, including the dividend rate, the date of declaration and payment, and whether and the extent to which such dividends shall be cumulative;
- (b) Whether the shares of such series may be redeemed, and if so, the redemption price and the terms and conditions of redemption;
- (c) The amount payable upon shares of such series in the event of voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation;
- (d) Sinking fund provisions, if any, for the redemption or purchase of shares of such series;

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- (c) The terms and conditions, if any, on which shares of such series may be converted into shares of any other class or series;
- (f) Voting rights, if any; and
- (g) Any other relative rights, preferences and limitations for such series which Florida law empowers the Board of Directors to determine.

Except in respect of the relative rights, preferences and limitations that may be fixed by the Board of Directors pursuant to this Section, all shares of Preferred Stock shall be identical.

Dividends on outstanding shares of Preferred Stock shall be declared and paid or set apart for payment before any dividends shall be declared and paid or set apart for payment on the outstanding shares of Common Stock with respect to the same quarterly period. Dividends on any shares of Preferred Stock shall be cumulative only if and to the extent determined by resolution of the Board of Directors, as provided above. In the event of any liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary or involuntary, the outstanding shares of Preferred Stock shall have preference and priority over the outstanding shares of Common Stock for payment of the amount, if any, to which shares of each outstanding series of Preferred Stock may be entitled in accordance with the terms and rights thereof and each holder of Preferred Stock shall be entitled to be paid in full such amount, or have a sum sufficient for the payment in full set aside, before any such payments shall be made to the holders of Common Stock.

3. Common Stock. Each holder of Common Stock shall have one vote for each share of Common Stock standing in his name on the books of the Corporation. Subject to the rights and preferences of the Preferred Stock, holders of Common Stock are entitled to such dividends as may be declared by the Board of Directors out of funds lawfully available therefor. Upon any liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, holders of Common Stock are entitled to receive pro rata the remaining assets of the Corporation after the holders of Preferred Stock have been paid in full the sums to which they are entitled.

4. No Preemptive Rights. No holder of any shares of capital stock of this Corporation of any kind, class or series shall have, as a matter of right, any preemptive or preferential right to subscribe for, purchase or receive any shares of the capital stock of this Corporation of any kind, class or series or any other securities or obligations of this Corporation, whether now or hereafter authorized.

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ARTICLE VII

Incorporator

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

<u>Name</u>	<u>Address</u>
Timothy Paterson-Brown	1833A North Third Street Jacksonville Beach, FL 32250

ARTICLE VIII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

<u>Name</u>	<u>Address</u>
Timothy Paterson-Brown	1833A North Third Street Jacksonville Beach, FL 32250
William Paterson-Brown	1833A North Third Street Jacksonville Beach, FL 32250

ARTICLE IX

Amendment

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

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ARTICLE X

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE XI

Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Jacksonville, Duval County, Florida, this 29 day of August, 1996.



Timothy Paterson-Brown, Incorporator

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REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That Linters Inc., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Jacksonville, County of Duval, State of Florida, has named Richard G. Hathaway, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.


Timothy Paterson-Brown, Incorporator

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said statute relative to keeping open said office, and further state I am familiar with §607.0501, Florida Statutes.


Richard G. Hathaway, Registered Agent

DATED: August 27, 1996

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