

P96000075769

Larry L. Carpenter

Attorney at Law

P.O. Box 163142
Altamonte Springs, FL
32716-3142

(352) 383-4568
(352) 383-6945
Telephone/fax

September 6, 1996

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

200001943292
-09/10/96--01097--019
***122.50 ***122.50

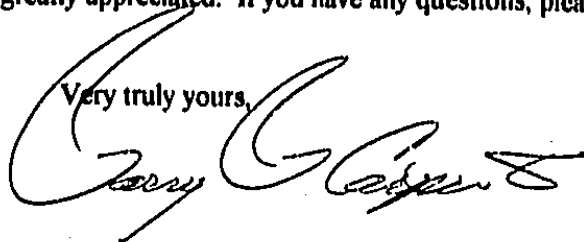
RE: Articles of Incorporation for
J.B.D. Concepts, Inc.

Dear Sir/Madam:

Enclosed please find original Articles of Incorporation for **J.B.D. CONCEPTS, INC.**, together with my Trust Account check #1003 in the amount of \$122.50 representing payment for the profit corporation filing fee (\$35.00), the registered agent designation (\$35.00) and one (1) certified copy (\$52.50). Once the Articles have been filed with your office, please return the appropriate documents to me at the above referenced address.

Your assistance in this matter is greatly appreciated. If you have any questions, please do not hesitate to contact my office.

Very truly yours,



Larry L. Carpenter
Attorney at Law

encl: as stated

Dmc
9-11-96

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 SEP -9 PM 3:18

FILED

**ARTICLES OF INCORPORATION
OF**

J.B.D. Concepts, Inc.

A Florida Corporation

FILED
96 SEP -9 PM 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation for profit under the Laws of the State of Florida.

ARTICLE I

The name of the Corporation is: **J.B.D. Concepts, Inc.**

ARTICLE II

This Corporation is to exist perpetually unless dissolved in accordance with the Laws of the State of Florida.

ARTICLE III

This Corporation may engage in any activities of business permitted under the Laws of the United States and of this State.

ARTICLE IV

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 100 shares of common stock at **One Dollar (\$1.00)** par value. All or any part of said stock of this Corporation may be paid for wholly or in part for cash or other property, excluding stock or other securities, at a just valuation to be fixed by the Directors of this Corporation at any regular or special meeting and any and all shares so issued shall be fully paid and nonassessable.

ARTICLE V

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

The initial street address of the principal office of this Corporation in the State of Florida is: **507 Lost Creek Crt., Kissimmee, Fl 34743**. The Board of Directors may from time to time move the principal office to any other address in Florida. This Corporation shall have the privilege of having such branch offices at such other places within the State of Florida or without the State of Florida and within and without the United States of America as may be designated from time to time by the Directors of the Corporation.

ARTICLE VII

This Corporation shall not have less than one (1) Director initially; the number of Directors may be increased from time to time by By-Laws adopted by the Stockholders, but shall never be less than one (1).

ARTICLE VIII

The name(s) and address(es) of the member(s) of the first Board of Directors are:

Robert R. Boissonneault
507 Lost Creek Crt.
Kissimmee, Fl 34743

Denise P. Boissonneault
507 Lost Creek Crt.
Kissimmee, Fl 34743

Jane M. Lavigne
507 Lost Creek Crt.
Kissimmee, Fl 34743

ARTICLE IX

Pursuant to Chapter 48.091, Florida Statutes, **Robert R. Boissonneault, 507 Lost Creek**

Crt., Kissimmee, FL 34743 is hereby named as agent of this Corporation to accept service of process within the State of Florida. That the said Robert R. Dolsonneault, by execution of these Articles does accept to act in this capacity and agrees to comply with the provisions of said Act relative to keeping open said office located at the above address.

ARTICLE X

No stock in the corporation shall be pledged, hypothecated, sold, made a gift of, or otherwise transferred or disposed of to a person who is not already a stockholder unless the stock shall have been first offered by a writing for sale or other disposition to each of the other stockholders of the corporation at the same price and on the same terms as would govern upon a transfer to a person not a stockholder. The writing shall set forth the price, terms, and the party or parties to whom such disposition is to be made. Said writing shall be sent by certified mail to each stockholder at the address listed on the corporation's books. The right to transfer the stock to a person not a stockholder shall not exist until all existing stockholders refuse the offer made as provided above or until they fail for a period of thirty (30) days after receipt of the written offer to accept the same by compliance with the terms therein set forth. Regulations as to the formalities and procedure to be followed in effecting the transfer shall be prescribed in the By-Laws of the Corporation or by separate written agreement signed by all stockholders.

ARTICLE XI

In the case of the death of any stockholder, the Corporation shall have the right to purchase the stock from the legal representative of the deceased for its book value as of the date of death of the deceased stockholder. If the corporation does not, or cannot, purchase such stock, the Board of Directors shall have the right to empower such of its existing stockholders as it sees fit to make such purchase from such legal representative at the same price. Should the option provided for in this

Article not be exercised, then, after the lapse of ninety (90) days, the legal representative may dispose of said stock as he or she sees fit.

ARTICLE XII

The Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation for the uses and purposes aforesaid on the 6th day of September, 1996.


Robert R. Boissonneault


Denise P. Boissonneault


Jane M. Lavigne

STATE OF FLORIDA }
COUNTY OF SEMINOLE }

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County aforesaid, personally appeared **Robert R. Boissonneault, Denise P. Boissonneault and Jane M. Lavigne**, as subscribers of **J.B.D. Concepts, Inc.** known to me and known by me to be the persons described in and who executed the foregoing instrument and they acknowledged before me that they executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this

6 day of Sept, 1996.

FILED

96 SEP -9 PM 3:10



TERRY A. SQUILLANTE
My Comm Exp. 01/28/00
Bonded By Service Inc
No. CC512421
[[Personally Known] [[Other I.D.]

Terry A. Squillante
Notary Public
My Commission Expires:

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

I, **Robert R. Boissonneault**, agree to accept the designation of Registered Agent for **J.B.D. Concepts, Inc.**, and as such Registered Agent to comply with all requirements, including acceptance of service of process, pursuant to Chapter 607, Florida Statutes, which apply to my capacity as a Registered Agent.

Robert R. Boissonneault
Robert R. Boissonneault
Registered Agent

STATE OF FLORIDA }
COUNTY OF SEMINOLE }

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the State and County aforesaid, personally appeared **Robert R. Boissonneault**, as Registered Agent of **J.B.D. Concepts, Inc.** known to me and known by me to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 6 day of Sept, 1996.



TERRY A. SQUILLANTE
My Comm Exp. 01/28/00
Bonded By Service Inc
No. CC512421
[[Personally Known] [[Other I.D.]

Terry A. Squillante
Notary Public
My Commission Expires

PA6000075769

JBD Concepts, Inc.
3501 W. Vine Street
Suite 119
Kissimmee, Florida 34741

April 21, 1997

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

200002171352--2
-05/08/97--01007--005
*****35.00 *****35.00

Dear Department of State:

Please find attached duly authorized and signed Articles of Dissolution for JBD Concepts, Inc. under
§607.1403 F. S. effective April 18, 1997. Should you need to contact us, please use the following address
and phone number:

Ms. Jane M. Lavigne
507 Lost Creek Ct.
Kissimmee, Florida 34743
407/344-9239

Thank you for your assistance.

Truly,

Jane M. Lavigne

Jane M. Lavigne

FILED
97 MAY -8 PM 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Vol. diss.

W 5-14-97

JBD Concepts, Inc.
3501 W. Vine Street
Suite 119
Kissimmee, Florida 34741
59-3402828

April 21, 1997

Corporate Dissolution/Liquidation Plan

The Shareholders of JBD Concepts, Inc. have elected to dissolve JBD Concepts, Inc. as of April 18, 1997. The Corporation will wind up its affairs by settling its debts, and distributing any remaining balance to its Shareholders.

The Corporation will be dissolved under the Internal Revenue Code Section 336.

<u>Robert P. Bursonneault</u>	<u>President</u>	<u>4-29-97</u>
Officer's Signature	Title	Date
<u>Quinn P. Bursonneault</u>	<u>Secretary</u>	<u>4/29/97</u>
Officer's Signature	Title	Date
<u>Jane M. Lavigne</u>	<u>Treasurer</u>	<u>5/5/97</u>
Officer's Signature	Title	Date

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 MAY -8 PM 2:41

FILED