# · CAPITAL CONNECTION, INC. he: <u>120101</u>

417 E. Virginia St., Suite 1, Talialiassee, Ft. 32301, (904)224-8870 Malling Address: Post Office Box 10349, Tallalinssee, PL 32302 TOLL FREE No. 1-800-342-8062 FAX (904) 222-1222

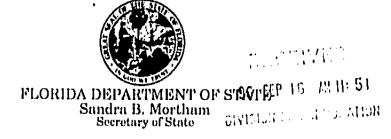
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Please remit invoice number with payment TERMS: NET TO DAYS FROM INVOICE DATE 1 1/2% per month on Past Dua Amounts Past 30 Days, 18% per Annum,

THANK YOU from Your Capital Connection



September 16, 1996

CAPITAL CONNECTION, INC. P.O. BOX 10349 TALLAHASSEE, FL 32302

SUBJECT: BONWEA ENTERPRISES, INC.

Ref. Number: W96000019405

We have received your document for BONWEA ENTERPRISES, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Your document is being returned as requested.

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) 487-6926.

Teresa Brown Corporate Specialist

Letter Number: 696A00042784

Dorded, Shanks!

Articles of Incorporation

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BONWEA INTERNATIONAL, INC.

96 SEP 16 PH 2: 48
TALLAHASSEE, FLORIDA

#### ARTICLE I

# Name and Duration

The name of the Corporation is BONWEA INTERNATIONAL, 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 is 1531 Brazilian Lane, Winter Park, Florida 32792.

# ARTICLE III

## Registered Office and Agent

The address of the registered office in the State of Florida is 1531 Brazilian Lane, Winter Park, Florida 32792, in the City of Winter Park, County of Seminole. The name of the registered agent at such address is Cynthia A. Bonavia.

# 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.

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. The total number of shares of capital stock which the Corporation has the authority to issue is 1000 shares of Common Stock ("Common Stock") \$1.00 par value per share.

# ARTICLE VI

#### Incorporator

The name and mailing address of the incorporators of this Corporation are as follows:

#### Name

## Address

James E. Weaver, Jr.

1531 Brazilian Lane

Winter Park, Florida 32792

Cynthia A. Bonavia

1531 Brazilian Lane

Winter Park, Florida 32792

# ARTICLE VII

## 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 his or her successors are elected.
- 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 name and mailing address of the persons who shall serve as the directors of the Corporation until the first annual meeting of the shareholders is as follows:

# Name

#### Address

James E. Weaver, Jr.

1531 Brazilian Lane Winter Park, Florida 32792

Cynthia A. Bonavia

1531 Brazilian Lane Winter Park, Florida 32792

# ARTICLE VIII

#### 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.

#### ARTICLE IX

## <u>Bylaws</u>

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 X

# Indemnification

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

# ARTICLE XI

# Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

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 Orlando, Orange County, Florida, this 13th day of September, 1996.

Ginthia A. Bonavia

STATE OF FLORIDA )
COUNTY OF ORANGE )

The foregoing instrument was acknowledged before me this 13th day of September, 1996, by Cynthia A. Bonavia on behalf of the corporation. He is personally known to me or has produced \_\_\_\_\_ as identification and did (did not) take an oath.

(NOTARY SEAL)



TINA M. HAPMON MY COMMISSION & CC319878 EXPIRES September 29, 1997 BONDED THRU TROY FAIR INSURANCE, INC. REGISTERED AGENT CERTIFICATE

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

That BONDEA INTERNATIONAL, 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 Winter Park, County of Seminole, State of Florida, has named Cynthia A. Bonavia, 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.

## 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 states he is familiar with §607.0501, Florida Statutes.

ynthia A. Bonavia

DATED: September 13, 1996