

P 960000 79780

TRANSMITTAL LETTER

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

FILED
96 SEP 25 AM 9:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

60000156756
-03/25/96--01070--016
****131.25 ****131.25

SUBJECT: SELECTO, inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☒ \$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: JOHN R STURBLEFIELD
Name (printed or typed)

2503 BACCARAT DRIVE
Address

COOPER CITY, FL 33026
City, State & Zip

954 438 1484
Daytime Telephone number

Beeper 800-541-6274

P. CHESLER SEP 26 1996

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
SELECTO, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: The name of this corporation is SELECTO, INC.

ARTICLE II: Its registered office in the State of Florida is to be located at 2503 Baccarat Drive, Cooper City, FL 33026, County of Broward. The registered agent in charge thereof is: **John R. Stubblefield**

ARTICLE III: The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on are to function as a manufacturer and distributor of miscellaneous nondurable goods and to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Florida.

ARTICLE IV: The amount of total authorized capital stock of the corporation is divided into 500 shares of \$1.00 per share.

ARTICLE V: The name and mailing address of the incorporator is:

John R. Stubblefield, 2503 Baccarat Drive, Cooper City, FL 33026

ARTICLE VI: The powers of the incorporator are to terminate upon filing the Certificate of Incorporation, and the name(s) and mailing address(es) of the persons who are to serve as director(s) until the first annual meeting of stockholders or until their successors are elected are as follows:

John R. Stubblefield, 2503 Baccarat Drive, Cooper City, FL 33026

ARTICLE VII: All the corporation's issue stock, exclusive of treasury shares, shall be held of record by not more than thirty (30) persons.

ARTICLE VIII: All of the issued stock of all classes shall be subject to the following restriction on transfer permitted by Section 202 of the General Corporation Law.

Each stockholder shall offer to the Corporation or to other stockholders of the corporation a thirty (30) day "first refusal" option to purchase his stock should he elect to sell his stock.

FILED
96 SEP 25 AM 9:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IX: The corporation shall make no offering of any of its stock of any class which would constitute a "public offering" within the meaning of the United States Securities Act of 1933, as it may be amended from time to time.

ARTICLE X: Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a director's duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit.

ARTICLE XI: The corporation shall function as a perpetual corporation.

I, THE UNDERSIGNED, for the purpose of forming a corporation under the laws of the State of Florida, do make, file, and record this certificate, and do certify that the facts herein stated are true; and I have accordingly hereunto set my hand.

The undersigned incorporator has executed these Articles of Incorporation this

23 day of September 1996.

John R. Stubblefield

John R. Stubblefield
Registered Agent

DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT

FILED
96 SEP 25 AM 9:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following is submitted in compliance with the laws of the State of Florida. **SELECTO, INC.**, a corporation organizing under the laws of the State of Florida, with its principal office located at 2503 Baccarat Drive, Cooper City, FL 33026, has named John R. Stubblefield, whose address is **2503 Baccarat Drive, Cooper City, FL 33026**, as its agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to pos. my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law. I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Registered Agent:

John R. Stubblefield

John R. Stubblefield

STATE OF FLORIDA
COUNTY OF BROWARD

P96000079780

JOHN R. STUBBLEFIELD
11111 ACCANT DRIVE
COOPER CITY, FL 33026

1886

April 29 1997

63-27/631
808

Pay to
the order of

Department of State

\$ 35.00

Thirty five and 00/100

Dollars

NationsBank

NationsBank, N.A. (South)
Florida

John Stubblefield

For

⑆063100277⑆ 3513671903⑈ 1886

300002193623--9
-05/28/97--01032--015
*****35.00 *****35.00

APPROVED
7/10/97
1000

RECEIVED

97 MAY -9 AM 8:27

DIVISION OF CORPORATIONS

Handwritten notes:
P96000079780
4 pages
Quinn
5-23-97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 19, 1997

JOHN R. STUBBLEFIELD
2503 BACCARAT DRIVE
COOPER CITY, FL 33026

SUBJECT: SELECTO, INC.
Ref. Number: P96000079780

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

Please call in reference to your document.

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) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 197A00026814

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

SELECTO, INC.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

Article V. The President of this corporation, owner of the 100% of the 500 shares of this corporation shall be:

JOHN R STUBBLEFIELD
2503 Baccarat Drive
Cooper City Florida 33026

Article VI John Stubblefield is the only
OFFICER in the Corporation.

APPROVED
6/10/77
J. R. STUBBLEFIELD

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: April 29 of 1997.

FOURTH: Adoption of Amendment(s) (check one)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____."
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 29th day of April, 19 97.

Signature 

(By the Chairman or Vice Chairman of the Board of Directors,
President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

ALBERTO YEMAL

Typed or printed name

President

Title