

996000080196



PRIESTER HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 068351 148589A

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 122.50

ORDER DATE : August 28, 1996

ORDER TIME : 11:40 AM

ORDER NO. : 068351

CUSTOMER NO: 148589A

300001934873

CUSTOMER: Victor A. Diaz, Esq
HOLIHAN & DIAZ, P.A.

Suite 105
1101 North Lake Destiny Road
Maitland, FL 32751

DOMESTIC FILING

NAME: ~~T & M, INC.~~

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Juan E Jones

EXAMINER'S INITIALS:

8502.672
W96-18134

9/27/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 28 AM 9:52



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 28 AM 9:52

August 28, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: T & M, INC.
Ref. Number: W96000018134

RESUBMIT

Please give original
submission date as file date.

We have received your document for T & M, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 896A00040789

RECEIVED
96 SEP 26 PM 3:09
DIVISION OF CORPORATIONS

EFFECTIVE DATE

8/27/96

ARTICLES OF INCORPORATION
OF

MAKECENTS OF ORLANDO, INC.

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DIVISION OF CORPORATIONS
96 AUG 28 AM 9:52

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name and Address. The name and address of the Corporation is:
MAKECENTS OF ORLANDO, INC. 956 Versailles Circle, Maitland, Florida 32751.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

- a. to engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way; and
- b. to do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5. Initial Registered Office and Agent. The street address of the initial registered office of the Corporation is 956 Versailles Circle, Maitland, Florida 32751 and the name of its initial Registered Agent at that address is Shelbi Smyth.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is four (4). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The name and address of each initial Director of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Michael Smyth	956 Versailles Circle Maitland FL 32751

Shelbi Smyth

956 Versailles Circle
Maitland FL 32751

Gina Baker

1312 Montego Cove Way
Apt. 1428
Orlando FL 32839

James Baker

1312 Montego Cove Way
Apt. 1428
Orlando FL 32839

Article 7. Incorporators. The name and address of each Incorporator is as follows:

Shelbi Smyth

956 Versailles Circle
Maitland FL 32751

Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 9. Rights of Initial Directors. Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.

Article 10. Stock Transfer Restrictions. Shares of capital stock of the Corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors:


<u>Shareholder</u>	<u>Number of Shares</u>
Michael Smyth	250
Shelbi Smyth	250
Gina Baker	250
James Baker	250

Shares held by each Shareholder may not be sold or otherwise transferred except in accordance with the terms and other provisions specified in a written agreement among the Shareholders, which agreement expands this Article.

Article 11. Bylaws. The power to adopt, alter, amend, and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments, and repeals of the Bylaws must be approved by a majority of the Shareholders.

Article 12. Commencement of Corporate Existence. In accordance with Fla. Stat. § 607.0203, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 27 day of August 1996.


Shelbi Smyth, Incorporator

STATE OF FLORIDA)
 ss.
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 27th day of July, 1996, by Shelbi Smyth, of MAKECENTS OF ORLANDO, INC. a corporation, on behalf of the corporation.


Notary Public
My Commission expires: 12/27/96



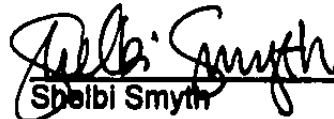
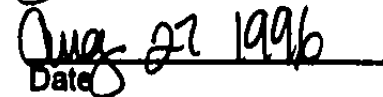
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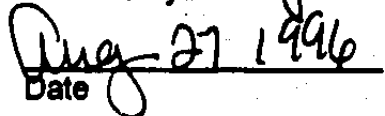
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED
AND ACCEPTANCE BY REGISTERED AGENT**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

MAKECENTS OF
ORLANDO, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 956 Versailles Circle, Maitland, Florida 32751, has named Shelbi Smyth, located at 956 Versailles Circle, Maitland, Florida 32751, as its agent to accept service of process within Florida.


Shelbi Smyth

Date

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further state that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Shelbi Smyth

Date

P96000080196

Requestor's Name
956 Versailles Circle
Address
Maitland, FL 32751
City/State/Zip Phone #

Office Use Only

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

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input 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 checked="" type="checkbox"/>	Dissolution/Withdrawal 9-15-97
<input type="checkbox"/>	Merger

700002293347--0
-09/15/97--01125--003
*****35.00 *****35.00

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

OK

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SECRETARY OF STATE
DIVISION OF CORPORATION
97 SEP 15 PM 2:02

Examiner's Initials

ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: Makecents of Orlando, Inc.

SECOND: The articles of incorporation were filed on: 8-28-96

THIRD: (CHECK ONE)

effect 8-27-96

☒ None of the corporation's shares have been issued.

☐ The corporation has not commenced business.

FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

SIXTH: Adoption of Dissolution (CHECK ONE)

☒ A majority of the incorporators authorized the dissolution.

☐ A majority of the directors authorized the dissolution.

Signed this 4th day of September, 19 97.

Signature

Stelbi Smyth

(By the chairman or vice chairman of the board, president, or other officer - if there are no officers or directors, by an incorporator.)

Stelbi Smyth

(Typed or printed name)

CEO

(Title)

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