

P96000087194

TRANSMITTAL LETTER

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

SUBJECT: LOVEDAY ENTERPRISES INCORPORATED
(Proposed corporate name - must include suffix)

900001982499--5
-10/22/96--01052--011
****122.50 ****122.50

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: STEPHEN E. PERITO
Name (printed or typed)

1510 SUNSET DRIVE
Address

WINTER PARK FL 32789
City, State & Zip

407-647-1142
Daytime Telephone number

FILED
96 OCT 21 PM 4:00
STATE DEPT OF STATE
TALLAHASSEE, FLORIDA

OCT 22 1996

BSP

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

ARTICLES OF INCORPORATION
OF

LOVEDAY ENTERPRISES INCORPORATED

FILED

96 OCT 21 PM 4:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is

LOVEDAY ENTERPRISES INCORPORATED

ARTICLE II - NATURE OF BUSINESS

The general character or nature of the business to be transacted by this corporation is as follows:

- (a) To acquire by purchase, lease or otherwise, lands and interest(s) in lands, and to own, hold, improve, develop and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held or occupied by the corporation, buildings or other structures, now or hereafter erected on any lands so owned, held or occupied, and to encumber or dispose of any land, or interest(s) in lands, and any buildings or other structures at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate real estate of all kinds improved or unimproved, or any right or interest therein.
- (b) To acquire, by purchase, lease, manufacture or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the corporation, and to invest, trade, lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.
- (c) To sell, exchange and/or otherwise transfer franchise(s) to individuals, corporations or other legal entities in this or any other jurisdiction.
- (d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.
- (e) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(f) To become a partner with any person or persons, corporation or any other business entity and engage in the same or other character of business.

(g) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(h) To enter into, make, perform and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any firm, association or corporation; and to transact any further and other business necessarily connected with the purposes of this corporation, or calculated to facilitate the same.

(i) To carry on any or all of its operations and businesses and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

(j) To do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors or otherwise, alone or in company with others, and to do and perform all of such things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts above recited.

(k) To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

The intention is that none of the objects and powers hereinabove set forth, except where otherwise specified in this Article, shall be in anywise limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Article hereof; but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1,000 shares of common stock, each share having a par value of \$1.00. Said authorized shares may be divided into voting and non-voting shares before issuance by action of the Board of Directors; provided however, that in the event such designation is not specifically made by the Board of Directors, said stock shall be deemed voting.

Authorized capital stock may be paid for in cash, services or property at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV - PRE-EMPTIVE RIGHTS

Each shareholder of any class of stock of this corporation shall be entitled to full pre-emptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE V - DIRECTORS

The corporation shall have 1 directors initially. the number of directors may be increased or diminished from time to time by the By-Laws but shall never be less than one.

The names and addresses of the initial directors who shall hold office until their successors are elected and have qualified are:

STEPHEN E. PERITO
1510 SUNSET DRIVE
WINTER PARK, FLORIDA 32789

ARTICLE VI - REGISTERED OFFICE AND AGENT

AND PRINCIPLE OFFICE

The street address of the registered office and the name of the registered agent are:

STEPHEN E. PERITO
1510 SUNSET DRIVE
WINTER PARK, FLORIDA 32789

ARTICLE VII - COMMENCEMENT OF EXISTENCE

The corporation shall be deemed to commence its existence on the date these Articles are filed with the Secretary of State.

ARTICLE VIII - INCORPORATORS

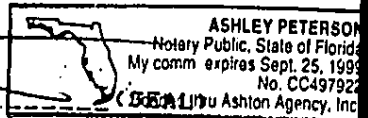
The names and addresses of the incorporators are:

STEPHEN E. PERITO
1510 SUNSET DRIVE
WINTER PARK, FLORIDA 32789

ARTICLE IX - AMENDMENT

These 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 stockholders entitled to vote thereon, manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 27 day of SEPTEMBER, 1996

----- (SEAL)

----- (SEAL)

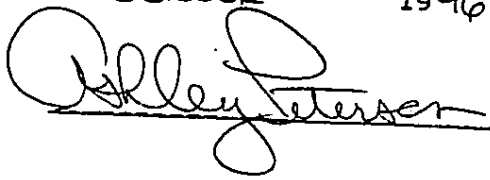
----- (SEAL)

STATE OF FLORIDA

COUNTY OF *Orange*

Before me personally appeared *Stephen Reito* to me well known and known to me to be the individual(s) described in and who executed the foregoing Articles of Incorporation and acknowledged before me that _____ executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County named above this 07 day of *October* 1996.



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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST: THAT LOVEDAY ENTERPRISES INCORPORATED,
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN WINTER PARK
TE OF FLORIDA, HAS NAMED STEPHEN E. PERITO
, LOCATED AT 1510 SUNSET DRIVE
WINTER PARK, FLORIDA, AS ITS AGENT TO ACCEPT
SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE:

TITLE: PRESIDENT

DATE: SEPTEMBER 27, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPL PERFORMANCE OF MY DUTIES.

SIGNATURE:

DATE: SEPTEMBER 27, 1996