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Alvarez & Page, P.A.

Attorneys at Law  
308 1/2 Centre Street  
Fernandina Beach, FL 32034

ALEXA K. ALVAREZ  
KIMBERLY P. PAGE

P.O. Box 1130  
Fernandina Beach, FL 32035  
(904) 281-8755  
Fax (904) 281-8850

FILINGS, INC. TERESA ROMAN

(Requestor's Name)

2805 LITTLE DEAL ROAD

(Address)

TALLAHASSEE, FLORIDA 32308

(904) 385-6735

(City, State, Zip)

(Phone #)

500001961415  
-10/01/96--01138--007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: ~~HAMMADE ENTERPRISES, INC.~~

*Hedri Enterprises*

Dear Filing Office:

Enclosed is the original Articles of Incorporation to be filed along with our check in the amount of \$70.00 for cost of filing. Also enclosed is an envelope for the return of the document.

If you have any questions, please call.

Sincerely,

*Kimberly Page*  
Kimberly P. Page

KPP/jv  
Enclosure

cc: File

OCT 2 1996 1353

34 OCT 29 1996

502  
W96-20780

FILED  
OCT 29 PM 3:36  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

95 OCT 20 PM 3:15

October 2, 1996

ALVAREZ & PAGE, P.A.  
P. O. BOX 1130  
FERNANDINA BEACH, FL 32035

SUBJECT: HAMMADE ENTERPRISES, INC.  
Ref. Number: W96000020780

We have received your document for HAMMADE ENTERPRISES, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

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.

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) 487-6925.

Brenda Baker  
Corporate Specialist

Letter Number: 996A00045053

**ARTICLES OF INCORPORATION**

**OF**

**HEDI ENTERPRISES, INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of the Corporation is HEDI ENTERPRISES, INC. The mailing address is: 3250 U.S. Highway 17, Yulee, FL 32097.

**ARTICLE II - DURATION**

The Corporation shall have a perpetual existence.

**ARTICLE III - PURPOSE**

This Corporation is organized for the purposes of transacting any or all lawful business.

**ARTICLE IV - CAPITAL STOCK**

(a) Authorized Capital. The maximum number of shares of stock which the Corporation is authorized to have outstanding at any one time is 7500 shares of common stock having par value of \$.10 per share.

(b) Preemptive Rights. The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, those shares of the common stock of this corporation which may be issued from time to time for money, property or past services in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder and all shares of common stock currently authorized and issued.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

(d) Restrictions on Transfer of Stock.

1. No shareholder shall have the right to sell, assign, transfer, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance

by the corporation for a period of forty-five (45) days thereafter, they shall be deemed to have waived their privilege of purchasing and he or she will be at liberty to sell to anyone else. The shareholders may, by-law provision or by shareholders' agreement recorded in the minute book impose such restrictions on the sale, transfer, or encumbrance of the stock of this Corporation as they may see fit.

In any event, existing shareholders shall have the right of first refusal to purchase, on a pro-rata basis according to shares held, any outstanding shares offered for sale by any shareholder. Any sale of shares in the Corporation to any person or entity shall be void and of no effect unless notice is given to the existing shareholders, and they have waived their right of first refusal in writing. The price of the shares purchased under the right of first refusal shall be based on the book value of the corporation.

3. On the death of any shareholder, the corporation shall have the right to purchase all shares owned by such shareholder immediately prior to his or her death on the terms set forth above, and this provision shall be binding on the executor, administrator, or personal representative of each shareholder.

4. Each share certificate issued by the corporation shall have printed or stamped on it the following legend: "These shares are held subject to certain transfer restrictions imposed by the articles of incorporation of the corporation. A copy of such articles is on file at the principal office of the corporation."

5. Shares of stock in this corporation shall not be transferred or sold until the sale or transfer has been reported to and approved by the Board of Directors.

6. Shares are transferable on the books of the company on presentation of a certificate properly endorsed, provided all indebtedness of the owner to his company, including any assessments, has been paid.

(c) Approval of Shareholders Required for Merger. The approval of the shareholders of this Corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

#### **ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

This initial registered office of this Corporation shall be 308 1/2 Centre Street, Fernandina Beach, FL 32034, and the initial registered agent of this Corporation at such office shall be **KIMBERLY PAGE**, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

The Board of Directors from time to time may move the Registered Office to any other address within the State of Florida.

#### **ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This Corporation shall have one (1) director(s) initially. The number of directors may be increased or decreased from time to time by the by-laws, but there shall never be less than one. The name and address of the members of the first Board of Directors of the Corporation are:

NAME

Hammadi Ben Hammouda

ADDRESS

3250 U.S. Highway 17, Yulee, FL 32097

The persons named as directors shall hold office for the first year of existence of the Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

The Board of Directors is hereby authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

ARTICLE VII - BY-LAWS

The initial by-laws of this Corporation shall be adopted by the Board of Directors. By-laws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend, or repeal any by-law adopted by the shareholders if the shareholders specifically provide that such by-law is not subject to amendment or repeal by the directors.

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

NAME

Hammadi Ben Hammouda

ADDRESS

3250 U.S. Highway 17, Yulee, FL 32097

ARTICLE IX - AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation. 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 at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 21<sup>st</sup> day of October, 1996.

  
Hammadi Ben Hammouda

STATE OF FLORIDA)  
COUNTY OF NASSAU)

BEFORE ME, a Notary Public, personally appeared HAMMADI BEN HAMMOUDA, to me known to be the person described as Incorporator or who produced 11113-522-68-422 as identification and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on the 21<sup>st</sup> day of October, 1996.

*Jennifer L. Vonnoh*  
NOTARY PUBLIC

Print Name:

My commission expires:



JENNIFER L. VONNOH  
MY COMMISSION # CC477801 EXPIRES  
July 4, 1999  
BONDED THRU TROY FAIR INSURANCE, INC.

Inc/HAMMADEARTICLES

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

Name of Corporation:

**HEDI ENTERPRISES, INC.**

Name and Address of  
Registered Agent:

**KIMBERLY P. PAGE**

308 1/2 Centre Street  
Fernandina Beach, FL 32034

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TALLAHASSEE, FLORIDA

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
KIMBERLY P. PAGE

Date 10/21/96