

1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607  
904-222-9171  
904-222-0393 FAX

800-342-8086



P960000091315

ACCOUNT NO. : 072100000032

REFERENCE : 145988 121460A

AUTHORIZATION : Patricia Pigute

COST LIMIT : \$ 122.50

ORDER DATE : November 6, 1996

ORDER TIME : 11:41 AM

ORDER NO. : 145988-005

800001998099--5

CUSTOMER NO: 121460A

CUSTOMER: David L. Ward, Esq  
DAVID L. WARD, ESQ

P.O. Box 1650

Fort Myers, FL 33902

DOMESTIC FILING

NAME: TOM & JERRY'S, 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: Daniel W Leggett

EXAMINER'S INITIALS:

DMC 11/6/96

96 NOV -6 PM 11:22  
DIVISION OF CORPORATION

96 NOV -6 PM 11:22  
FILED  
SECRETARIAT OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

TOM & JERRY'S, INC.

FILED

96 NOV -6 PM 4:15

CLERK OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

1. NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the corporation shall be TOM & JERRY'S, INC.. The principal place of business of this corporation shall be 1255 N. 15th Street, Unit 7, Immokalee, Collier County, Florida 34142.

2. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

3. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock having one dollar (\$1.00) par value per share.

4. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation shall be 1255 N. 15th Street, Unit 7, Immokalee, Florida and the name of the initial registered agent of the corporation at that address is Jerry Williams. The undersigned is the registered agent of the corporation and the undersigned is familiar with the obligations of a registered agent under Florida law and accepts the obligations of that position.

5. INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation is:

Jerry Williams  
1255 N. 15th Street, Unit 7  
Immokalee, FL 34142

6. INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former officers and directors, to the fullest extent permitted by law.

7. DIRECTORS.

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the shareholders and serve as provided in the Bylaws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The corporation shall have two (2) director.

Jerry Williams  
1255 N. 15th Street, Unit 7  
Immokalee, FL 34142

Tom Patterson  
1021 Palm Drive  
Immokalee, FL 34142

8. OFFICERS.

By business and affairs of the corporation shall be carried out the Officers of the corporation, which shall be elected by the Board of Directors pursuant to the provisions of the Bylaws of the corporation and which shall serve as provided in the Bylaws. The number of the Officers of the corporation may be either increased or decreased from time to time pursuant to the terms of the Bylaws.

9. PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that shareholder's prorata portion of the following:

A. Any stock or any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or


B. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any shareholder who does not exercise it and pay of the shares preempted within thirty (30) days after receipt of written notice from the corporation stating the price, terms and conditions of the issue of shares and inviting the shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the shareholder.

#### 10. BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in both the Board of Directors and the shareholders. Bylaws adopted, altered, amended or repealed by the shareholders of the corporation may not be repealed, altered, amended or readopted by the Board of Directors if the shareholders so provide.

The undersigned incorporator and Registered Agent has signed these Articles of Incorporation on this 1 day of NOV., 1996.

  
Gerry Williams  
Incorporator and Registered  
Agent, who is familiar with and  
accepts the obligations of a  
registered agent under Florida  
law

STATE OF FLORIDA)  
COUNTY OF LEE )

1<sup>st</sup> The foregoing instrument was acknowledged before me this  
day of November, 1996, by Jerry Williams who is  
personally known to me or who produced as  
identification.

Jeanne K. Warford

Signature of Person Taking Acknowledgment  
Name of Acknowledger Typed, Printed or Stamped  
Title or Rank: **NOTARY PUBLIC AT LARGE, FLORIDA**  
Serial Number, if any:

