

P96000098738

800 HAYS STREET  
TALLAHASSEE, FL 32307  
904-220-9171  
904-220-0393 FAX

FILED



PRENTICE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 177234 11171A

AUTHORIZATION :

*Patricia Pizit*

COST LIMIT : \$ 122.50

96 DEC -6 PM 12:51

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : December 5, 1996

ORDER TIME : 4:15 PM

ORDER NO. : 177234-005

CUSTOMER NO: 11171A

700002022077--1

CUSTOMER: Nikki Eldridge, Legal Asst  
RODERMAN & GOLDBLOOM

Suite 201  
200 Southeast Sixth Street  
Fort Lauderdale, FL 33301

DOMESTIC FILING

NAME: J & J ENTERTAINMENT, 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: W. Charles Earnest

EXAMINER'S INITIALS:

RECEIVED  
96 DEC -5 PM 10:40  
OFFICE OF THE SECRETARY OF STATE

*TH*  
*12-6-96*

ARTICLES OF INCORPORATION  
OF  
J & J ENTERTAINMENT, INC.

FILED  
96 DEC -6 PM 12:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

J & J ENTERTAINMENT, INC.

The address of the principal office of this corporation shall be 3315 Southwest 2nd Street, Deerfield Beach, Florida 33431, and the mailing address of the corporation shall be the same.

ARTICLE II. 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.

ARTICLE III. CAPITAL STOCK

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

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Jeffrey Clarke Pres.	3315 Southwest 2nd Street Deerfield Beach, Florida 33431
Gerald Dambra V.pres	3100 South Dixie Highway, Boca Raton, Florida 33432

ARTICLE VII. INCORPORATOR

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

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of  
Corporation Service Company, has hereunto set their hand  
and seal of Corporation Service Company on December 5, 1996

FILED  
96 DEC -6 PM 12:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CORPORATION SERVICE COMPANY

By: Laura R. Durlap  
Its Agent, Laura R. Durlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Laura R. Durlap  
Its Agent, Laura R. Durlap

CLD/wce

P96000098739

JAMES M. GANN, P.A.  
ATTORNEY AT LAW  
257 S.E. AVENUE E  
BELLE GLADE, FLORIDA 33430

GENERAL PRACTICE

November 25, 1996

FILED  
66 DEC -2 PM 12:53  
TALLAHASSEE, FLORIDA  
POST OFFICE BOX 1596  
TELEPHONE (904) 996-8040  
FACSIMILE (904) 996-1808

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

700002017907--6  
-12/03/96--01102--005  
\*\*\*\*122.50 \*\*\*\*122.50

Re: PIONEER FARM SERVICES, INC.

Ladies:

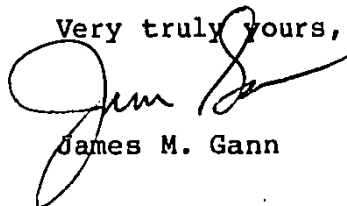
Please find enclosed the original and one (1) copy of the Articles Of Incorporation for PIONEER FARM SERVICES, INC. to be filed with your office. Also enclosed is a check in the amount of \$122.50 to cover the following statutory fees for incorporation.

\$35.00 - Filing fee  
\$52.50 - Certified copy of corporate charter  
\$35.00 - Filing of certificate of resident agent

Please mail the certified copy of the corporate charter to the above letterhead address.

Thank you for your assistance in this matter.

Very truly yours,

  
James M. Gann

JMG:lmw  
enclosures

12/6/96  
TD

ARTICLES OF INCORPORATION  
OF  
PIONEER FARM SERVICES, INC.

FILED  
96 DEC -2 PM 12:53  
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 PIONEER FARM SERVICES, INC..

ARTICLE II - NATURE OF BUSINESS

The general character, purpose, and nature of business to be transacted by this corporation is as follows:

1. To engage in the general agricultural business including, but not limited to, the growing, harvesting, transporting and sales of all agricultural crops and related products.
2. To purchase, acquire, hold, sell, exchange, distribute in any and all types of land, leases, mortgages, notes, or otherwise deal with any and all types of investments.
3. To carry on in any capacity any business or trade deemed legal in the State of Florida under Chapter 607 of the Florida Statutes or otherwise.
4. 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 or corporate property, or other instruments to secure the payment of corporate indebtedness as required.

5. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

6. To become a partner with any person or persons, corporation, or any other business entity and engage in the same or other or any character of business legal in the State of Florida.

7. 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.

8. 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.

9. To carry on any or all of its operations and business, 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.

10. 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 such things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts above named.

The intention is that none of the objects and powers as 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 Articles; but that the objects and powers specified in each of the clauses and 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 2,000 shares, 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, service 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 - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is a minimum of \$500.00.

#### ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence commencing



on the date that these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE VI - ADDRESS

The initial street address of the principal office of this corporation is to be 209 South Main Street, Belle Glade, Florida 33430. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

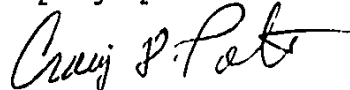
ARTICLE VII - REGISTERED AGENT

In pursuance of Chapter 48.091 and Chapter 607.0501, Florida Statutes, the following is submitted in compliance with said Act:

That PIONEER FARM SERVICES, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, in the City of Belle Glade, County of Palm Beach, State of Florida, has named CRAIG D. PATE, 209 South Main Street, Belle Glade, Florida 33430 as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



---

CRAIG D. PATE  
Registered Agent

#### ARTICLE VIII - DIRECTORS

The corporation shall have two 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.

#### ARTICLE IX - INITIAL DIRECTORS

The name and street address of the initial directors who shall hold office until their successor is elected and has qualified is as follows:

CRAIG D. PATE	841 S. E. 3rd Street Belle Glade, Florida 33430
STEPHEN L. PATE	924 Whitaker Road Belle Glade, Florida 33430

#### ARTICLE X - SUBSCRIBERS

The name and street address of the subscribers to these Articles of Incorporation, the number of shares agreed to take and the value of the consideration therefore is as follows:

<u>Name</u>	<u>Address</u>	<u>Number of Shares</u>	<u>Amount</u>
CRAIG D. PATE	841 S. E. 3rd Street Belle Glade, Florida	500	\$ 500.00
STEPHEN L. PATE	924 Whitaker Road Belle Glade, Florida	500	\$ 500.00

#### ARTICLE XI - 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.

ARTICLE XII - MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law without the necessity of a personal meeting.

ARTICLE XIII - ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law, except the sale of the corporation or its assets must be accomplished by an actual meeting of the Board of Directors.

ARTICLE XIV - RESTRICTIONS ON TRANSFER OF STOCK

Prior to the sale or transfer of stock by any owner thereof, the corporation must be given first option to purchase the stock which is for sale in accordance with the price which is established by the stockholders at each annual meeting of the stockholders. In the event a price is not established at any annual meeting, the sale price of the stock shall be the market value of the stock as determined with the assistance of the accountant who prepares the tax returns for the corporation.

In the event the corporation does not exercise its option to purchase, then the surviving stockholders shall have the second option to purchase the stock which is for sale based on a pro-rata basis of the number of shares owned by the existing stockholders. The purchase price shall be the same as that established at each annual stockholders meeting or the market value in the event a price is not established at any annual meeting.

IN WITNESS WHEREOF, the undersigned subscribers have  
executed these Articles of Incorporation this 25<sup>th</sup> day of  
November, 1996.

Craig D. Pate  
CRAIG D. PATE

Stephen L. Pate  
STEPHEN L. PATE

FILED  
96 DEC -2 PM 12:53  
TALLAHASSEE  
SECRETARY OF STATE  
FLORIDA

STATE OF FLORIDA  
COUNTY OF PALM BEACH

THE FOREGOING INSTRUMENT was acknowledged before me this 25<sup>th</sup>  
day of November, 1996, by CRAIG D. PATE, who is personally  
known to me or who has produced n/A as  
identification.



OFFICIAL SEAL  
LINDA M. WOODHAM  
My Commission Expires  
Feb. 10, 1997  
Comm. No. CC 258746

Linda M. Woodham  
Notary Public  
My Commission Expires:

STATE OF FLORIDA  
COUNTY OF PALM BEACH

THE FOREGOING INSTRUMENT was acknowledged before me this 25  
day of Nov, 1996, by STEPHEN L. PATE, who is personally  
known to me or who has produced \_\_\_\_\_ as  
identification.

Patricia H. Cumpston  
Notary Public  
My Commission Expires:



Patricia H. Cumpston  
MY COMMISSION # CC498503 EXPIRES  
January 17, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.

PS/P96000098740

AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

800002020988--0

-12/05/96--01050--008

\*\*\*2590.00 \*\*\*\*\*70.00

OFFICE USE ONLY

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 DEC -5 PM 3:06

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

1. FIRST COLLEGE INVESTMENTS, INC.  
(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 checked="" 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 type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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

RECEIVED  
96 DEC -5 PM 12:15  
DIVISION OF CORPORATIONS

12-6-96  
Examiner's Initials

WJW

**ARTICLES OF INCORPORATION**  
**OF**  
**FIRST COLLEGE INVESTMENTS, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 DEC -5 PM 3:06

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

**ARTICLE 1 - NAME**

The name of the Corporation is **FIRST COLLEGE INVESTMENTS, INC.**, (hereinafter, "Corporation").

**ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE 3 - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 343 Almeria Avenue, Coral Gables, Florida 33134.

**ARTICLE 4 - MAILING ADDRESS**

The mailing address of this Corporation is Post Office Box 144479, Coral Gables, Florida 33114-4479.

**ARTICLE 5 - INCORPORATOR**

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

Elsie Sanchez  
343 Almeria Avenue  
Coral Gables, Florida 33134



## **ARTICLE 6 - CORPORATE CAPITALIZATION**

6.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **ONE MILLION (1,000,000)** shares of common stock, each share having the par value of **ONE CENT (\$0.01)**.

6.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

6.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

6.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

## **ARTICLE 7 - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.



#### **ARTICLE 8 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

#### **ARTICLE 9 - REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

#### **ARTICLE 10 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is AmeriLawyer® Chartered, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is AmeriLawyer® Chartered, 343 Almeria Avenue, Coral Gables, Florida 33134.

#### **ARTICLE 11 - BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

#### **ARTICLE 12 - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

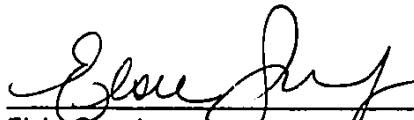
#### **ARTICLE 13 - AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.





IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged  
and filed the foregoing Articles of Incorporation under the laws of the State of Florida,  
this DEC 04 1996

  
\_\_\_\_\_  
Elsie Sanchez, Incorporator

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 DEC -5 PM 3:06

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

AmeriLawyer® Chartered, having a business office identical with the registered  
office of the Corporation name above, and having been designated as the Registered  
Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts  
the obligations of the position of Registered Agent under the applicable provisions of  
the Florida Statutes.

AmeriLawyer® Chartered

  
By: \_\_\_\_\_  
Natalia Utrera, Vice President

