

P97000010850

January 6th, 1997

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

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****122.50 ****122.50

Re: JAY N. EDINGER CPA PA, INC

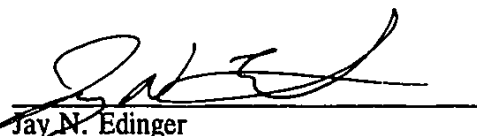
Ladies/Gentlemen:

Enclosed please find Articles of Incorporation, together with one copy of same, and my check in the amount of \$122.50. Please file the Articles, issue and return to me a certified copy of same and my Charter.

Should you have any questions or wish further information, please do not hesitate to contact me.

Thank you for your cooperation and assistance herein.

Yours very truly,



Jay N. Edinger
700 -C South Plumosa Street
Merritt Island, Florida 32952
(407) 453- 8319

FILED
97 FEB -4 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

630

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1/17/97
JB



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 17, 1997

JAY N EDINGER
700 C SOUTH PLUMOSA ST
MERRITT ISLAND, FL 32952

SUBJECT: JAY N. EDINGER CPA PA, INC.
Ref. Number: W97000001286

We have received your document for JAY N. EDINGER CPA PA, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The specific nature of business of the professional association must be stated in the document.

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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 397A00002561

ARTICLES OF INCORPORATION

OF

JAY N. EDINGER CPA PA, INC.

ARTICLE I - NAME

The name of the corporation is JAY N. EDINGER CPA PA, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing at the time of filing these articles with the Secretary of State of the State of Florida.

ARTICLE III - PURPOSES

This corporation is organized for the purposes of transacting any or all lawful business. The specific nature of this professional association is for operating as a Certified Public Accountant.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares at \$.01 par value, common stock, which shall be designated "Common Shares". One hundred (100) shares shall be issued initially and nine hundred (900) shares shall be held outstanding.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 700-C South Plumosa Street, Merritt Island, Florida 32952, and the name of the initial registered agent of this corporation at that address is: Jay N. Edinger.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. The name and address of the initial director of this corporation is: Jay N. Edinger of 700-C South Plumosa Street, Merritt Island, Florida 32952.

ARTICLE IX - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office is 700-C South Plumosa Street, Merritt Island, Florida 32952, and is the same address as the initial registered agent of the corporation as contained in Article VII of these Articles of Incorporation.

ARTICLE X - INCORPORATOR(S)

The name and address of the person signing these Articles is: Jay N. Edinger of 700-C South Plumosa Street, Merritt Island, Florida 32952.

ARTICLE XI - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XII - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of Directors of this Corporation.

ARTICLE XIII - SHAREHOLDER QUORUM AND VOTING

Fifty-One percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIV - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XV - AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XVI - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person in the amount set forth opposite his name: Jay N. Edinger one hundred (100) shares.

Shares held by the initial stockholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of
Incorporation this 6th day of Jan, 1997.

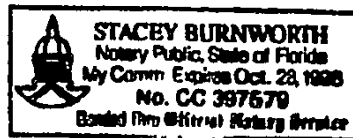
Jay N. Edinger
Jay N. Edinger
700-C South Plumosa Street
Merritt Island, FL 32952

FILED
91 FEB - 11 AM 9:00
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing Articles of Incorporation was acknowledged before me this 6th day of
January, 1997 by Jay N. Edinger, who is personally known to me or who
has produced _____ as identification.

Stacey Burnworth
Notary Public, State of 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 the capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.

Dated: 1-6-97

Jay N. Edinger
Jay N. Edinger
700-C South Plumosa Street
Merritt Island, FL 32952