

# CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME  
FIRM  
ADDRESS

PHONE ( )

Service: Top Priority Regular  
One Day Service Two Day Service

To us via Return via

Mailor No.: Express Mail No.

State Fee \$ Our \$

W97-8108

REQUEST TAKEN CONFIRMED APPROVED

DATE 4-8-97

TIME 8:56

BY DL

WALK-IN  
Will Pick Up

RE:

Fonz Ink, Inc.

Capital Expense  
Art. of Inc. Filing  
Corp. Record Card  
LL Partnership Filing  
Foreign Corp. Filing  
( ) Other Copy(s)

Art. of Amend. Filing  
Dissolution/Withdrawal  
C U S  
Fictitious Name Filing

Name Reservation  
Annual Report/Statement  
Reg. Agent Service  
Document Filing

Corporate Kit  
Vehicle Search  
Driving Record  
Document Retrieval

UCC 1 or 3 Filing  
UCC 11 Search  
UCC 11 Retrieval  
Filing No.'s, Copies  
Counter Service  
Shipping/Handling  
Phone ( )  
Top Priority  
Express Mail Prep.  
FAX ( )

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 APR 23 AM 4:35

FILED

SUBTOTALS

FEE  
dishonored  
SUNCHANCE  
TAX on corporate supplied  
SUBTOTAL  
PREPAID  
BALANCE DUE

DIVISION OF CORPORATION

97 APR 28 AM 9:14

RECEIVED

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 18% per Annum

THANK YOU  
from  
Your Capital Connection



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

April 8, 1997

CAPITAL CONNECTION, INC.  
417 E. VIRGINIA STREET  
SUITE 1  
TALLAHASSEE, FL 32301

SUBJECT: FONZ INC, INCORPORATION  
Ref. Number: W97000008108

We have received your document for FONZ INC, INCORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

\* The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

\* The corporate name must be identical throughout 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) 487-6926.

Teresa Brown  
Corporate Specialist

Letter Number: 197A00017531

RECEIVED  
97 APR 23 PM 4:30  
DIVISION OF CORPORATION

*Corrected*

**CERTIFICATE OF INCORPORATION**

*of*

**"FONZ INK, INC."**

**FILED**  
97 APR 23 AM 4:35  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned incorporator hereby adopts the following Certificate of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation of a corporation for profit, with powers, rights, privileges and immunities hereinafter mentioned, and do hereby make, subscribe and acknowledge and file with the Secretary of the State of Florida this Certificate of Incorporation and to that end, by this Certificate, do set forth:

**ARTICLE I**

The name of this corporation (hereinafter called the "Corporation") is Fonz Ink, Inc.

**ARTICLE II**

The principal office of the Corporation shall be in the City of Naranja, County of Dade, more particularly, 12775 SW 280 Street, Naranja, Florida 33032.

**ARTICLE III**

**SECTION 1.** The maximum number of shares of Common Stock that the Corporation is authorized to have outstanding at any one time is One Hundred (100) with a par value of \$1.00

**SECTION 2.** The Board of Directors may determine at the time of issuance of any shares of Common Stock of the Corporation issued for cash, or within sixty (60) days after the issuance of said shares of the Corporation's Common Stock issued for property other than cash, what part of the consideration as may be received in excess of the part thereof which shall be determined to be capital, as aforesaid shall be surplus or net assets in excess of cash.

**SECTION 3.** All holders of Common Stock are entitled to vote on all questions required by law on the basis of one vote per share. All holders of Common Stock shall have preemptive rights to purchase the Corporation's securities.

**SECTION 4.** (a) Every holder of shares in the Corporation shall be entitled to have a certificate representing all shares to which he or she is entitled; and such certificate shall be signed by the president or vice-president and the secretary or an assistant secretary of the Corporation and may be sealed with the seal of the Corporation or a facsimile thereof. The signature of the president or vice president and the secretary or assistant secretary may be facsimiles if the

certificate is manually signed on behalf of a transfer agent or a registrar other than the Corporation itself or an employee of the Corporation. In case any officer who signed, or officer before such certificate is issued, it may be issued by the Corporation with the same effect as if he were such officer at the date of issuance.

(b) Every certificate representing shares which are restricted as to the sale, disposition, or other transfer of such shares shall state that such shares are restricted as to transfer and shall set forth or fairly summarize upon the certificate, or shall state that the Corporation will furnish to any holders of Common Stock, upon request and without charge, a full statement of such restrictions.

#### **ARTICLE IV**

The registered agent of this Corporation shall be Gary A. Siplin and the registered office shall be located at 169 East Flagler Street, Suite 1121, Miami, Florida 33131.

#### **ARTICLE V**

The name and address of the incorporator of this Corporation is: Alphonso Thomas, 12322 SW 259 Street, Naranja, FL 33032.

#### **ARTICLE VI**

**SECTION 1.** The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all things allowed and permitted to be done by corporations under the Statutes of the State of Florida, and to do any and all things hereinafter mentioned as fully and to the same extent as natural persons might or could do.

**SECTION 2.** Generally, to make and perform contracts of any kind and description, and for the purpose of attaining any of the objects of the Corporation, to do and perform any other act or things, and to exercise any and all powers which a partnership or natural person could do and exercise, and which are now, or hereafter may be authorized by law, and generally do and perform any and all things necessary or incidental to the performing or carrying out of the powers hereinabove specifically delegated or implied.

**SECTION 3.** To do and perform all other acts and things which may be necessary or desirable in carrying out the full intents and purposes of this Corporation whether or not such business is similar in nature to the objects enumerated in its Certificate of Incorporation.

**SECTION 4.** To make By-Laws not inconsistent with the laws of this state for the administration of the business and interests of the Corporation.

**SECTION 5.** To exercise the powers conferred upon corporations by the Statutes of Florida.

**SECTION 6.** This Corporation is organized under the provisions of Chapter 607, Florida Statutes, commonly known as the "Florida Business Corporation Act (1989)."

## **ARTICLE VII**

**SECTION 1.** (a) The Corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge, grant a security interest in, transfer, or otherwise dispose of its own shares, but purchases of its own shares, whether direct or indirect, shall be made only to the extent of unreserved and unrestricted surplus.

(b) The Corporation shall have the preemptive right to repurchase the shares of Common Stock held by an individual at the time of his or her death. All shares of Common Stock not repurchased by the Corporation shall be repurchased by the then existing holders of the Corporation's Common Stock.

## **ARTICLE VIII**

The amount of capital stock with which this Corporation shall begin business shall be the sum of One Hundred Dollars (\$100.00)

## **ARTICLE IX**

This Corporation shall have perpetual existence. The existence of this Corporation shall commence as of the filing of the Articles of Incorporation.

## **ARTICLE X**

The number of directors on the first Board of Directors of this Corporation shall be one (1). Directors may be holders of Common Stock. In case of a vacancy in the Board of Directors for any reason, the remaining members of the Board, or if none exist, the stockholders may elect directors to fill such vacancy or vacancies. The Board of Directors may increase the number of directors, but the number of directors shall never be less than one (1).

## **ARTICLE XI**

The names and addresses of the Board of Directors of this Corporation are as follows:

Alphonso Thomas  
12322 SW 259th Street  
Naranja, FL 33032

Said Director shall hold office until successors are elected and qualified.

## **ARTICLE XII**

The executive officers of this Corporation shall be President, a Vice President, Treasurer and Secretary. All officers may be directors.

The Corporation may also have such other officers and agents as may be deemed necessary, and all such officers and agents shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed in the By-Laws, or as determined by the Board of Directors.

## **ARTICLE XIII**

The Corporation shall have the power to indemnify, to the full extent permitted by the Laws of Florida, any incorporator, and officer, director, employee or agent of the Corporation, or any former officer, director, employee or agent of the Corporation, or any person, who at the request of the Corporation, is or was serving as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

## **ARTICLE XIV**

The name(s) and address(es) of the person(s) who shall serve as officers of the Corporation until the first annual meeting or as otherwise provided for in the By-Laws, is as follows:

<b>NAME</b>	<b>OFFICE</b>	<b>ADDRESS</b>
Alphonso Thomas	President	12322 SW 259 Street
	Vice President	Naranja, FL 33032
	Secretary	
	Treasurer	

In furtherance and not in limitation of the powers conferred by the Laws of the State of

Florida, the Board of Directors is expressly authorized:

(a) To make, alter, amend and repeal the By-Laws of the Corporation, subject to the power of the holders of Common Stock having voting power to alter, amend or repeal the By-Laws made by the Board of Directors.

(b) To determine and fix the value of any property that is acquired by the Corporation, and to issue in exchange therefore Common Stock of the Corporation.

(c) To set apart out of any funds of the Corporation, a reserve or reserves for working capital, bad debts or for any other lawful purpose, and also to abolish any such reserves in the same manner in which they were created.

(d) To determine from time to time whether and to what extent and at what times and places, and under what conditions and regulations the accounts and books of the Corporation, or any of them, shall be open to inspection of the holders of Common Stock, but no holder of Common Stock shall have any right to inspect any account, book or document of the Corporation except as conferred by the Laws of Florida, unless and until authorized to do so by resolution of the Board of Directors, or the holders of common stock.

(e) A majority of the number of directors fixed by, or in the manner provided in the By-Laws or, in the absence of a by-law fixing or providing for the number of directors, then the number stated in the Articles of Incorporation shall constitute a quorum for the transaction of business. The act of the majority of the directors present and at a meeting at which a quorum is present shall be the act of the Board of Directors.

#### **ARTICLE XV**

If the By-Laws so provide, the holders of Common Stock and Board of Directors of the Corporation shall have the power to hold their meetings, to have an office or offices, and to keep the books of the Corporation, subject to provisions of the Laws of Florida, outside of said state at such place or places as may be designated from time to time by the Board of Directors.

The Corporation may, in its By-Laws, confer the power upon the Board of Directors in addition to those granted by this Certificate of Incorporation, and in addition to the powers and authorities expressly conferred upon them by the Laws of Florida.

#### **ARTICLE XVI**

Directors reserve the right to declare dividends, when appropriate, which decision shall be announced at each annual meeting.

#### **ARTICLE XVII**

In case the Corporation enters into contracts or transacts business with one or more of its directors or with any firm of which one or more of its directors or members or with any corporation or association of which one or more of its directors are holders of Common Stock, directors, or officers, then such contracts or transactions shall not be invalidated or in any way affected by the facts that such director or directors have or may have interests therein which are or might be adverse to the interest of this Corporation, provided that such contracts or transactions are entered into in good faith and authorized or ratified in the usual course of business as may be provided for in the By-Laws of the Corporation.

#### **ARTICLE XVIII**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now, or hereafter prescribed by the Laws of Florida, and all rights and powers conferred herein upon the holders of Common Stock, directors and officers are subject to this reserved power.

#### **ARTICLE XIX**

The Corporation may apply for Subchapter S status under the provisions of the Internal Revenue Code, Title 26 of the United States Code.

#### **ARTICLE XX**

The Corporation is authorized to issue only one class of Common Stock. All share of Common Stock shall only be issued to directors or officers of the Corporation, or such other person(s) designated by a majority or the directors of this Corporation.

#### **ARTICLE XXI**

The Common Stock of this Corporation may be sold by holders of Common Stock only after it has been offered for sale first to the Corporation for fifteen (15) business days, and thereafter to the remaining holders of Common Stock for fifteen (15) business days at the same price. Each new price will constitute a new offer to sell subject to this provision.



IN WITNESS WHEREOF, the undersigned incorporator, for the purpose of forming a corporation pursuant to the Laws of Florida, does make, subscribe and acknowledge this Certificate, and has hereunto duly executed the foregoing Articles of Incorporation to be filed in the office of the Florida Secretary of State, for the purposes herein set forth, this 17 day of April, 1997.

Alphonso Thomas  
Alphonso Thomas  
Incorporator

STATE OF FLORIDA     )  
                                  ) :ss  
COUNTY OF ORANGE    )

**PERSONALLY APPEARED** before me, the undersigned authority, this 17 day of April, 1997, Alphonso Thomas, who produced a Florida Driver's License for identification, and who known to be the person making, subscribing and acknowledging the foregoing Certificate and Articles of Incorporation to be his free acts for the uses and purposes herein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County aforesaid, this 17 day of April, 1997.



Sharon M Sapp  
My Commission CC624802  
Expires February 25, 2001

Sharon M. Sapp  
Signature

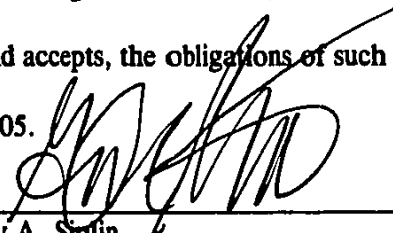
Sharon M. Sapp  
Printed Name

My Commission expires:

**NOTARY PUBLIC**  
**STATE OF FLORIDA AT LARGE**

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of Fonz Ink, Inc., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 607.0505.

  
\_\_\_\_\_  
Gary A. Siplin  
Registered Agent

Dated: 4/17, 1997

STATE OF FLORIDA     )  
                                      ) :ss  
COUNTY OF ORANGE    )

**PERSONALLY APPEARED** before me, the undersigned authority, this 17 day of April, 1997, Gary A. Siplin, who produced a Florida Driver's License for identification, and who known to be the person making, subscribing and acknowledging the foregoing Certificate and Articles of Incorporation to be his free acts for the uses and purposes herein set forth and expressed.

**IN WITNESS WHEREOF**, I have hereunto set my hand and official seal, in the State and County aforesaid, this 17 day of April, 1997.



Sharon M. Sepp  
My Commission C0824808  
Expires February 26, 2001

  
\_\_\_\_\_  
Signature

Sharon M.  
\_\_\_\_\_  
Printed Name

**NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE**

My Commission expires:

**FILED**  
APR 23 4:35  
SECRETARY OF STATE  
TALLAHASSEE  
FLORIDA