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*Law Offices Of
Ehrlich and Samis*

*4699 Central Avenue, Suite 102
St. Petersburg, Florida 33713*

*Charles W. Ehrlich
Scot E. Samis*

*Telephone
(813) 321-4700
Facsimile 323-8286*

May 5, 1997

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

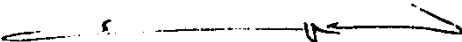
700002169537--7
-05/07/97--01067--001
*****122.50 *****122.50

RE: MJ Smoothy's, Inc.

Dear Sir/Madam:

Enclosed are the Articles of Incorporation for MJ Smoothy's, Inc., and a check in the amount of \$122.50 which includes the filing fee and a certified copy. Please return the Articles to this office after filing. Thank you.

Very truly yours,



Scot E. Samis

SES/mbb
Enclosure

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY -7 AM 8:12

500 5/12

ARTICLES OF INCORPORATION
OF

MJ SMOOTHY'S, INC.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY -7 AM 8:12

The undersigned subscribers to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

MJ SMOOTHY'S, INC.

The principal place of business of this corporation shall be 6 4th Street, North, St. Petersburg, FL 33701.

ARTICLE II. NATURE OF BUSINESS

The operation of a health food cafe and to engage or transact in any or all lawful activities or business permitted under the laws pertaining to corporations in the State of Florida or the United States.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 6 4th Street, North, St. Petersburg, FL 33701, and name of the initial registered agent of the corporation at that address is Bryan Maxwell.

ARTICLE V. TERM OF EXISTENCE

This corporation is to begin immediately and exist perpetually.

ARTICLE VI. SPECIAL PROVISION

It is the intent of the incorporators that the corporation will elect to be taxed as an S corporation under the terms of Sections 1361, et seq., Internal Revenue Code of 1986. Initial stock shall be designated as section 1244 stock.

ARTICLE VII. DIRECTORS

This corporation shall have two directors, initially. The names and street addresses of the initial members of the Board of Directors is:

Bryan Maxwell
555 - 16th Avenue, NE
St. Petersburg, FL 33704

Ronald Janz
396 Lewis Blvd., SE
St. Petersburg, FL 33705

ARTICLE VIII. OFFICERS

The names 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:

Bryan Maxwell, President
555 - 16th Avenue, NE
St. Petersburg, FL 33704

Ronald Janz, Secretary
396 Lewis Blvd., SE
St. Petersburg, FL 33705


ARTICLE IX. SUBSCRIBERS

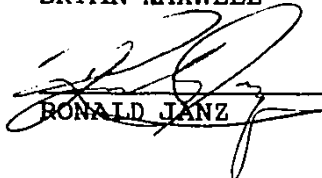
The name and street address of the subscribers to these Articles of Incorporation are:

Bryan Maxwell
555 - 16th Avenue, NE
St. Petersburg, FL 33704

Ronald Janz
396 Lewis Blvd., SE
St. Petersburg, FL 33705

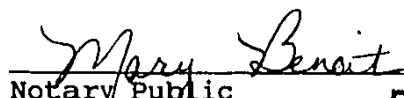
IT WITNESS WHEREOF, the undersigned have hereunto set their hand and seal on this 15th day of May, 1997.


BRYAN MAXWELL


RONALD JANZ

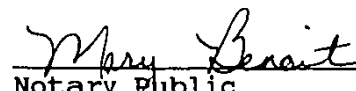
STATE OF FLORIDA
COUNTY OF PINELLAS

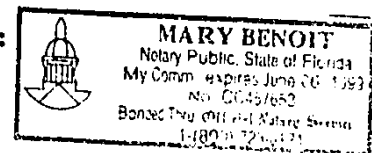
15th The foregoing instrument was acknowledged before me this day of May, 1997.


Notary Public
My Commission expires:

STATE OF FLORIDA
COUNTY OF PINELLAS


15th The foregoing instrument was acknowledged before me this day of May, 1997.


Notary Public
My Commission expires:



CERTIFICATE OF DESIGNATING REGISTERED AGENT

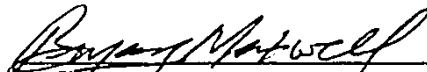
MJ SMOOTHY'S, INC., a corporation duly organized and existing under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, has named BRYAN MAXWELL, with street address at 6 4th Street, North, St. Petersburg, FL 33701, as its agent to accept service of process within this State.


BRYAN MAXWELL, Subscriber

Dated: 5/1/97

ACCEPTANCE OF APPOINTMENT

Having been named to accept service of process for the
above stated corporation, at place designated in this certificate,
I hereby accept to act in this capacity this 15th day of May,
1997.


BRYAN MAXWELL

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY - 7 AM 8:12

PA7000041641

Joseph E. Roth
Certified Public Accountant
8695 College Parkway, Suite 305
Fort Myers, FL 33919
(941)466-6590

April 24, 1997

Division of Corporations
P.O. Box 6327
Tallahassee, Florida

500002157565--4
-04/29/97--01009--007
*****122.50 *****122.50

Dear Sirs,

Enclosed please find Two copies of the Articles Of Incorporation for a new for profit corporation ~~The Rous Company~~ and a check for \$122.50. Please mail the certified copy to the above address.

Respectfully,

Joseph E. Roth

encl

502-
W97-9987

04/29/97 10:10 AM
STATE

05/12/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 30, 1997

JOSEPH E. ROTH, CPA
8695 COLLEGE PARKWAY #305
FORT MYERS, FL 33919

SUBJECT: THE ROUS COMPANY
Ref. Number: W97000009987

We have received your document for THE ROUS COMPANY 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 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.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 797A00022551

FILED
SECRETARY OF STATE
97 MAR 12 PM 5:43

**ARTICLES OF INCORPORATION
OF
THE J. ROUS CO.**

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: **THE J. ROUS CO.**

The address of the principle office and mailing address of this corporation shall be 17091 Char Lee Road, Punta Gorda, Florida 33955.

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 twenty five thousand shares of common stock having a \$1 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 17091 Char Lee Road , Punta Gorda, Florida 33955, and the name of the initial registered agent of the corporation at that address is Roberta L. Rous.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

07/11/12 11:01 AM

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two directors initially. The names and addresses of the initial members of the Board of Directors are:

Roberta L Rous	17091 Char Lee Road
Director	Punta Gorda, Florida 33955

J. Gregory Rous	17091 Char Lee Road
Director	Punta Gorda, Florida 33955

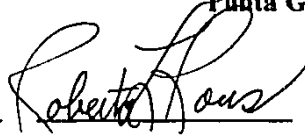
ARTICLE VII. INCORPORATORS

The Names and addresses of the incorporators to these Articles of incorporation.

Roberta L. Rous	17091 Char Lee Road
	Punta Gorda, Florida 33955

J. Gregory Rous	17091 Char Lee Road
	Punta Gorda, Florida 33955

4-24-97
Date



4-24-97
Date



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

Roberta L. Rous having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the foregoing Articles, is familiar with and accepts the obligation of the position of Registered Agent under Section 607.0505, Florida Statutes.

