

Roll #
1-2504

P97000045805

Pauline M. Ingraham-Drayton, P.A.

Attorney and Counselor at Law
Certified Federal, County, Circuit and Family Mediator
200 West Forsyth Street, Suite 800
Jacksonville, Florida 32202

Telephone (904) 346-1325
Fax (904) 346-1324

April 28, 1997

Mr. Doug Dickerson
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32317

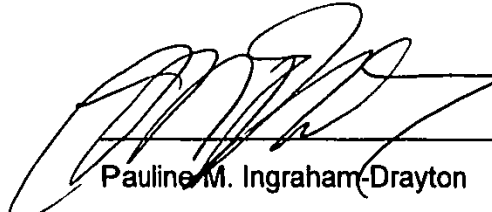
600002196516--9
-05/30/97--01100--004
****131.25 ****131.25

Subject: Kookie's Event Planners Centre, Inc.

Dear Mr. Dickerson:

Enclosed is an original and two (2) copy of the Articles of Incorporation and a check for \$131.25 filing fee, certified copy and certificate from Pauline M. Ingraham-Drayton, PA Trust Account, 200 West Forsyth Street, Suite 800, Jacksonville, Florida 32202, (904) 346-1325.

Called will
Call back Thurs.
~~4/29/97~~


Pauline M. Ingraham-Drayton

Dmc
4.30.97

FILED
97 MAY 22 AM 10:47
SEC. OF STATE
TALLAHASSEE, FLORIDA

Pauline M. Ingraham-Drayton, P.A.

Attorney and Counselor at Law
Certified Federal, County, Circuit and Family Mediator
200 West Forsyth Street, Suite 800
Jacksonville, Florida 32202

Telephone (904) 346-1325
Fax (904) 346-1324

May 21, 1997

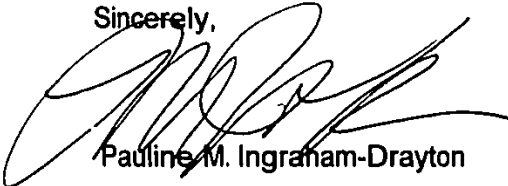
Doris McDuffie
Corporate Specialist Supervisor
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Subject: Kookie's Event Planners Centre, Inc.
Ref. No.: W97000010991

Dear Ms. McDuffie:

Per your request, the enclosed documents have been amended. Please file at your earliest convenience.

Sincerely,



Pauline M. Ingraham-Drayton



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 13, 1997

PAULINE M. INGRAHAM-DRAYTON
ATTORNEY AT LAW
200 WEST FORSYTH STREET SUITE 800
JACKSONVILLE, FL 32202

SUBJECT: KOOKIE'S EVENT PLANNERS CENTRE, INC.
Ref. Number: W97000010991

We have received your document for KOOKIE'S EVENT PLANNERS CENTRE, INC. and check(s) totaling \$131.25. However, your check(s) and document are being returned for the following:

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your 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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 197A00025432

The undersigned incorporator pursuant to Chapter 607, Florida Statutes hereby adopts the following Articles of Incorporation.

ARTICLE I

The name and address of the Corporation is:

Kookie's Event Planners Centre, Inc.
5065 Soutel Drive
Jacksonville, Florida 32208

The name and address of the principal shareholder and the address to which corporate mailing should be sent is:

Lois S. Fletcher
7941 Georgia Jack Court
Jacksonville, Florida 32244

ARTICLE II

All shares issued to Lois S. Fletcher. The number of shares issued is one hundred with no par value. Additional shares may be issued to other officers and or directors after one year from the date of incorporation. Such shares however shall not exceed any portion over 51%. The primary shareholder, Lois S. Fletcher, shall always maintain a minimum of 51% of said stock in the corporation. Such right to 51% shall not be diminished by marriage. However, upon demise of the primary shareholder, such shares, along with any voting rights associated with said shares, shall automatically vest with Lonnie James Fletcher, April Gant, Tony Lamar Peterson, and in equal shares. There shall be one vote per share.

ARTICLE IV

The street address and name of the initial registered agent to which all service of process should be made is:

Pauline M. Ingraham-Drayton
200 West Forsyth Street, Suite 800
Jacksonville, Florida 32202

FILED
JUN 22 AM 10:41
JACKSONVILLE
FLORIDA

ARTICLE V

The name and street address of the incorporators of this Corporation shall be:

Lois S. Fletcher
7941 Georgia Jack Court
Jacksonville, Florida 32244

ARTICLE VI

Pursuant to Section 607.0202, Florida Statutes although specifically not required, the purposes of this Corporation shall be:

1. To provide facilities for the planning of special events including but not limited to, banquets, weddings, receptions, meetings, conferences, trade shows, promote and produce events or any other activity to celebrate any recognized holiday or occasion whether considered public or private.
2. To provide a safe, wholesome atmosphere for the catering of events of a private and/or public nature.
3. To promote and facilitate programs conducive for the development of the community and surrounding areas for the development of youth and the elderly.
4. To provide a wholesome atmosphere conducive for a variety of activities which serve the community and surrounding area.
5. To develop a non-profit aim of the Corporation which provides a physical location and facility when such facility is not used for profit generating activities for after school homework programs, structured cultural programs, structured educational programs, summer camp/day programs, programs for the elderly and youth or other programs associated with assisting the community.

ARTICLE VII

The Corporation shall be managed by Lois S. Fletcher as President and CEO. The Vice President and Treasurer shall be Lonnie James Fletcher, with April Elizabeth Gant and Tony Lamar Peterson serving as Directors and Financiers. The Corporation shall have the following powers:

- a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed or in any other manner reproduced.
- b) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property or any interest therein, wherever situated.
- c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- d) To lend money to, and use its credit to assist, its officers and employees in accordance with section 607.141.
- e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.
- f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

- g) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- h) To conduct its business, carry on its operations and have offices and exercise the powers granted by this act within or without this state.
- i) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.
- j) To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the Corporation.
- k) To make donations for the public welfare or for charitable, scientific, or educational purposes.
- l) To transact any lawful business which the board of directors shall find will be in aid of governmental policy.
- m) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock options plans, retirement plans, benefit plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.
- n) To provide insurance for its benefits on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.
- o) To be a promoter, incorporator, general partner, limited partner, member, associate or manager of any corporation, partnership, joint venture, trust, or other enterprise.
- p) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE VIII

Any additional provisions of law shall be included and made a part of the by-laws of the Corporation which may expand or reduce the powers of the Corporation set herein. However, in any case shall no provision be in contradiction of any law or statute.

ARTICLE IX

As this Corporation is an event planner centre, such functions of the Corporation may include the purchase of real property, however, in no case shall property acquired be used for any other purpose unless specifically agreed upon by a majority of the stock holders.

The undersigned incorporator has executed these Articles of Incorporation this 16th day of March, 1997.

A handwritten signature in cursive script, reading "Mrs. Lois Smith Fletcher", written over a horizontal line.

Lois S. Fletcher
President and CEO

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED

97 MAY 22 AM 10:47

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF 607.0501, FLORIDA STATUTES, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE
OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

The name of the corporation is Kookie's Event Planners Centre, Inc.

The name and address of the registered agent and office is Pauline M.
Ingraham- Drayton, Esquire, 200 West Forsyth Street, Suite 800, Jacksonville, Florida
32202.

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 this capacity. I further agree to
comply with the provisions of all statutes relating to the proper and complete
performance of my duties, and I am familiar with and accept the obligations of my
positions as registered agent.


Signature

4-24-97
Date