

PROCEED 4237

PROCEED LAWYERS

(Successor's Name)

343 ALMERIA AVENUE

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

OFFICE USE ONLY

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

1. **Q.E.D. COMPUTER CONSULTING, 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 type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

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

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

400002194094--1
85/88/97--01003--002
1820.00 *****70.00

FILED
97 MAY 29 AM 9:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Examiner's Initials

[Handwritten signature]

ARTICLES OF INCORPORATION
OF
Q.E.D. COMPUTER CONSULTING, INC.

FILED
97 MAY 29 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 **Q.E.D. COMPUTER CONSULTING, 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 815 102 Avenue North, Naples, Florida 34108 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

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

Elsie Sanchez
343 Almeria Avenue
Coral Gables, Florida 33134

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President:	Zachary L. Maclean
Secretary:	Zachary L. Maclean
Treasurer:	Zachary L. Maclean

whose addresses shall be the same as the principal office of the Corporation.



343 ALMERIA AVENUE CORAL GABLES, FL 33134 - (305) 445-2700 - (800) 603-3900 - FACSIMILE (305) 447-8900
MAILING ADDRESS - POST OFFICE BOX 144479, CORAL GABLES, FL 33114-4479
<http://www.amerilawyer.com>

ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

Zachary L. Maclean

whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 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.

7.3 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.

7.4 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 8 - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.



8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Subchapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE 9 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 10 - 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 11 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.



ARTICLE 12 - 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 13 - 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 14 - 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 15 - EFFECTIVE DATE

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

ARTICLE 16 - 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.




ARTICLE 17 - INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.



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 MAY 29 1997.


Elsie Sanchez, Incorporator

**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

SECRETARY OF STATE
TALLAHASSEE FLORIDA

97 MAY 29 AM 9:39

FILED



P97000047238

TRANSMITTAL LETTER

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

600002192066--9
-05/27/97--01133--011
****131.25 ****131.25

SUBJECT: WAHN MARINE INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check
for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☒ \$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: PETER CHARLES WAHN
Name (printed or typed)

1610 SW 16th STREET
Address

FT. LAUDERDALE, FL 33312
City, State & Zip

(954) 522-8241
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

FILED
CORPORATION
DIVISION
MAY 29 1997
TALLAHASSEE, FL
95/29/97

ARTICLES OF INCORPORATION

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

WAHN MARINE INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1610 SW 16th STREET

FT. LAUDERDALE, FL 33312

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

500

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

PETER CHARLES WAHN

1610 SW 16th STREET

FT. LAUDERDALE, FL 33312

ARTICLE V INCORPORATOR(S)

See instructions for officers/directors

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):

PETER CHARLES WAHN

PRESIDENT

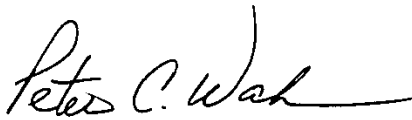
1610 SW 16th STREET

FT. LAUDERDALE, FL 33312

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

15th day of MAY, 19 97.

(An additional article must be added if an effective date is requested.)



Signature

Signature

Signature

Notarization is not required

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

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

PURSUANT TO THE PROVISIONS OF SECTION 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.

1. The name of the corporation is: WAHN MARINE INC.

2. The name and address of the registered agent and office is:

PETER CHARLES WAHN

(NAME)

1610 SW 16th STREET

(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

FT. LAUDERDALE, FL 33312

(CITY/STATE/ZIP)

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 position as registered agent.



(SIGNATURE)

(DATE)

897000047239
JENCIC ENTERPRISES, INC.
d/b/a Hungry Howie's

P. O. Box 560025
Montverde, FL 34756

April 28, 1997

Director
Division of Corporations
Florida Department of State
P. O. Box 6327
Tallahassee, FL 32301

800002173008--6
-05/14/97--01116--007
****122.50 ****122.50

Dear Director:

Enclosed are Articles of Incorporation for JENCIC ENTERPRISES, INC. along with a check in the amount of \$122.50 for filing fee.

I feel these documents are in proper order, however, should you have any questions regarding the contents, I can be contacted at (352) 343-6202.

Please return the Articles of Incorporation and the Corporation Charter Certificate to:

Georgeanne V. Reed
Registered Agent
P. O. Box 66
Tavares, FL 32778

Thank you,

Robert P. Jencic

Robert P. Jencic
President/Incorporator

Enc.

FILED
97 MAY 8 AM 9:36
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
6-1-97

MAY 16 BSB

625, 558
W97-11477



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 16, 1997

GEORGEANNE V. REED
P. O. BOX 66
TAVARES, FL 32778

SUBJECT: JENCIC ENTERPRISES, INC.
Ref. Number: W97000011477

We have received your document for JENCIC ENTERPRISES, 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 effective date is not acceptable since it is not within five working days of the date of receipt.

Corporations may file using only the corporate name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

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) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 597A00026488

ARTICLES OF INCORPORATION

FOR

JENCIC ENTERPRISES, INC.

FILED
97 MAY 28 AM 9:36
TALLAHASSEE
FLORIDA

KNOW ALL MEN BY THESE PRESENTS: That the undersigned Incorporator does hereby incorporate a corporation under the provision of Chapter 607, Florida Statutes, for the transaction of business with and under the following Articles of Incorporation:

EFFECTIVE DATE
6-1-97

ARTICLE I

The name of the corporation shall be and is Jencic Enterprises, Inc. located at P. O. Box 560025, Montverde, FL 34756.

ARTICLE II

The duration of the corporation shall be and is perpetual, and the date and time of commencement of the corporation's existence shall be and is June 1, 1997.

ARTICLE III

The general purposes for which the corporation is initially organized are as follows:

Retail sales of prepared food.

To transact any or all business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is 100, all of which shall be of one and the same class and each of which shall be \$1.00 per value.

ARTICLE V

The street address of the corporation's initial registered office is 1012 East Alfred Street, Tavares, FL 32778. The name of the corporation's initial registered agent at that address is Georgianne V. Reed.

ARTICLE VI

There shall be one (1) Officer/Director of the corporation whose name and address is as follows:

Robert P. Jencic, President
P. O. Box 560025
Montverde, FL 34756

ARTICLE VII

The name of the incorporator of this corporation is; Robert P. Jencic.

WITNESS WHEREOF, the undersigned incorporator has hereunto executed the presents this 22nd day of May, 1997.

SIGNATURE: _____

Robert P. Jencic
Robert P. Jencic

STATE OF FLORIDA,
COUNTY OF LAKE

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME THIS 22nd DAY OF May, 1997 BY ROBERT P. JENCIC WHO IS PERSONALLY KNOWN TO ME AND WHO DID TAKE AN OATH.

Katherine L. Sorenson

NOTARY PUBLIC, STATE OF FLORIDA



KATHERINE L. SORENSON
My Commission CC308885
Expires Aug. 30, 1997
Bonded by HAI
800-422-1555

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF THE PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT JENCIC ENTERPRISES, INC. DESIRING TO ORGANIZE TO QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH IT'S PRINCIPAL PLACE OF BUSINESS IN LAKE COUNTY, THE CITY OF MONTVERDE, STATE OF FLORIDA HAS NAMED GEORGEANNE V. REED LOCATED AT 1012 EAST ALFRED STREET, TAVARES, FL 32778 AS IT'S REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.

SIGNATURE: _____

Robert P. Jencic
Robert P. Jencic, President
JENCIC ENTERPRISES, INC.

DATE: 5/22/97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: _____

Georgeanne V. Reed
Georgeanne V. Reed

DATE: 5/22/97