

PA 7000053819

JOHNSON, ANSELMO, MURDOCH, BURKE & GEORGE

A PROFESSIONAL ASSOCIATION

RONALD P. ANSELMO
SCOTT R. ANSELMO
JILL S. BILANCHONE
MICHAEL T. BURKE
CHRISTINE M. DUIGNAN
LAWRENCE J. FEINSTEIN
BURL F. GEORGE
JEFFREY L. HOCHMAN
E. BRUCE JOHNSON
RICHARD H. McDUFF
ROBERT E. MURDOCH
MICHAEL R. PIPER
WILLIAM E. PLATOW
DIONNE E. WONG

*BOARD CERTIFIED
CIVIL TRIAL LAWYERS

PLEASE REPLY TO
FORT LAUDERDALE OFFICE

FORT LAUDERDALE OFFICE:
780 E. BROWARD BLVD., SUITE 400
FORT LAUDERDALE, FLORIDA 33301

PALM BEACH OFFICE:
PHILLIPS POINT
WEST PALM BEACH, FL 33401

MAILING ADDRESS:
POST OFFICE BOX 030220
FORT LAUDERDALE, FLORIDA 33303-0220

TELECOPIER (954) 463-2444
TELEPHONE: (954) 463-0100 - Broward
(305) 845-2000 - Dade
(581) 840-7448 - WPB

May 30, 1997

VIA FED EX

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

1 000002198041 -- 1
-06/02/97--01117--008
****122.50 ****122.50

Re: Dandy's, Inc.
Our File No. 97194

Gentlemen:

Enclosed is this firm's check in the amount of \$122.50 together with the original and a copy of the Articles of Incorporation of Dandy's, Inc. Please accept the Articles for filing and return a certified copy of same to the undersigned. Thank you for your prompt attention to this matter.

Very truly yours,

Denise Doran

Denise Doran
Secretary to Robert E. Murdoch

/dd
Enclosures

502.
W97-13127

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 16 PM12:39

97 JUN 18 1997

LAW OFFICES

JOHNSON, ANSELMO, MURDOCH, BURKE & GEORGE

A PROFESSIONAL ASSOCIATION

RONALD P. ANSELMO
SCOTT R. ANSELMO
JILL S. BILANCHONE
MICHAEL T. BURKE *
KINDY K. COOGLER
CHRISTINE M. DUGNAN
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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 12 1997 3:30

June 12, 1997

VIA FED EX

Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: **T.J. Dandy's, Inc.**
Our File No. 97194

Gentlemen:

Enclosed is a copy of your prior correspondence and the original and a copy of the Articles of Incorporation of T.J. Dandy's, Inc. Please accept the Articles for filing and return a certified copy of same to the undersigned. Thank you for your prompt attention to this matter.

Very truly yours,

Denise Doran

Denise Doran
Secretary to Robert E. Murdoch

/dd
Enclosures



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 10 1997 39

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 4, 1997

JOHNSON, ANSELMO, ET. AL.
ATTN: DENISE DORAN
790 EAST BROWARD BLVD. #400
FORT LAUDERDALE, FL 33301

SUBJECT: DANDY'S, INC.
Ref. Number: W97000013127

We have received your document for DANDY'S, INC. 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: 897A00030277

ARTICLES OF INCORPORATION

OF

T.J. DANDY'S, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 12 PM 12:30

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida, by and under the provisions for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be:

T.J. DANDY'S, INC.

ARTICLE II

The general nature of the business proposed to be transacted and carried on, and the objectives and purposes of the corporation, are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

- (a) To deal in land, goods and services of every nature at retail or wholesale, for its own account, or for the accounts of others.
- (b) To acquire, lease, manage, improve, operate or dispose of any real or personal property, whether or not required in conjunction with any of the businesses of the corporation.
- (c) To do such other acts; to engage in such other business or businesses; and to have such other rights and powers, and to have such other purposes as may now or hereafter be lawful and authorized under the laws of the State of Florida.

ARTICLE III

The capital stock of this corporation shall consist of 5,000 shares of common stock of a par value of \$1.00 per share.

Each holder of common stock shall have one vote for each share of such stock held. The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States or proper labor or services at a just valuation to be fixed by the Directors. A majority of the outstanding shares shall constitute a quorum at shareholder meetings unless the By-Laws shall make provision for some lesser percentage of shares (but not less than 33-1/3%). Each holder of common stock shall have a preemptive right to any additional shares authorized and issued by this Corporation.

ARTICLE IV

This corporation is to have perpetual existence.

ARTICLE V

The street address of the initial principal office of this corporation is:

**One Northwest 25th Court
Delray Beach, Florida 33444**

The name and address of the initial registered agent of this corporation is:

**Jim DeMerritt
One Northwest 25th Court
Delray Beach, Florida 33444**

The Board of Directors may, from time to time, move the registered office to any other address within or without the State of Florida.

ARTICLE VI

This corporation shall at all times have at least one Director. The number of Directors may be increased or decreased from time to time in the manner set forth in the By-Laws adopted by this Stockholders, but shall never be less than one.

ARTICLE VII

The names and addresses of the members of the first Board of Directors is as follows:

Jim DeMerritt, One Northwest 25th Court, Delray Beach, Florida 33444
Betty DeMerritt, One Northwest 25th Court, Delray Beach, Florida 33444
Tom Leesley, One Northwest 25th Court, Delray Beach, Florida 33444
Bertha Leesley, One Northwest 25th Court, Delray Beach, Florida 33444

ARTICLE VIII

The name and address of the Subscriber of these Articles of Incorporation is as follows:

Robert E. Murdoch, Esquire
Johnson, Anselmo, Murdoch, Burke & George, P.A.
790 East Broward Boulevard, Suite 400
Fort Lauderdale, Florida 33301

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders having the right to vote on any such amendment, and approved at a Stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders entitled to vote thereon sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

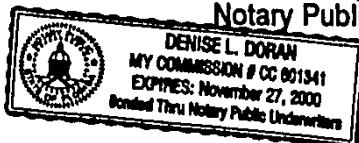
IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Fort Lauderdale, Broward County, Florida, for the uses and purposes aforesaid, this 28th day of May, 1997.

Robert E. Murdoch
ROBERT E. MURDOCH

STATE OF FLORIDA)
COUNTY OF BROWARD)

The foregoing Articles of Incorporation were acknowledged before me this 28 day of May, 1997, by ROBERT E. MURDOCH, the Subscriber to the said Articles of Incorporation, who is personally known to me or who has produced _____ as identification.

My Commission Expires:
My Commission Number Is:



Denise L. Doran
Notary Public, State of Florida (Seal)

REGISTERED AGENT ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.

Jim Demerritt
JIM DEMERRITT

LIBRARY/REAL ESTATE/DEMERRIT ARTICLES, INC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 19 PM12:40