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JOHNSON, ANSELMO, MURDOCH, BURKE & GEORGE

A PROFESSIONAL ASSOCIATION

RONALD P. ANSELMO  
SCOTT R. ANSELMO  
JILL S. BILANCHONE  
MICHAEL T. BURKE  
CHRISTINE M. DUIGHAN  
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

FORT LAUDERDALE OFFICE:  
790 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  
(561) 840-7448 - WPB

PLEASE REPLY TO  
FORT LAUDERDALE OFFICE

May 30, 1997

VIA FED EX

Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

100002198041--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 15 PM 12:39

97/6/18/97

LAW OFFICES

**JOHNSON, ANSELMO, MURDOCH, BURKE & GEORGE**

A PROFESSIONAL ASSOCIATION

RONALD P. ANSELMO  
SCOTT R. ANSELMO  
JILL S. BILANCHONE  
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KINDY K. COOGLER  
CHRISTINE M. DUIGNAN  
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BURL F. GEORGE  
JEFFREY L. HOCHMAN  
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RICHARD H. McDUFF \*  
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TELECOPIER (954) 463-2444  
TELEPHONE: (954) 463-0100 - Broward  
(305) 946-2000 - Dade  
(561) 640-7448 - WPB

PLEASE REPLY TO  
FORT LAUDERDALE OFFICE

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 19 PM 12:33



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUN 18 PM 3:33

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.

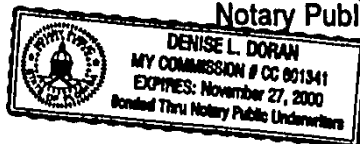
IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Fort Lauderdale, Broward County, Florida, for the uses and purposes aforesaid, this 28<sup>th</sup> day of May, 1997.

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:



#### 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

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUN 19 PM 12:40