

P97000058940

July 2nd, 1997

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

**EFFECTIVE DATE**  
7-1-97

Re: A & E Consultants Inc.

800002233788--7  
-07/09/97--01060--009  
\*\*\*122.50 \*\*\*122.50

Dear Sirs:

Enclosed please find original(s) and duplicate(s) Articles of Incorporation in regard to the above captioned corporation. Please issue said Articles, certify one copy and return to the undersigned.

I have enclosed check payable to your office in the amount of \$122.50 as follows:

Filing Fees	\$	35.00
Certified Copy		52.50
Registered Agent Designation		<u>35.00</u>
TOTAL	\$	<u>122.50</u>

Thanking you for your courtesy and cooperation in this matter, I am,

Sincerely,

Anne L. Smith



Anne Smith  
President

FILED  
97 JUL -3 PM 2:42  
SECRET  
TALLAHASSEE, FLORIDA

ALS/ES

Enclosures

FENDER'S INC.



ARTICLES OF INCORPORATION  
OF  
A & E CONSULTANTS Inc.

97 JUL -3 PM 2:42  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
7-1-97

The undersigned, Anne Smith, acknowledges and files in the Office of the Secretary of State of the State of Florida, for the purpose of forming a corporation *for profit*, in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

I

NAME

The name of this Corporation shall be:

A & E CONSULTANTS INC.®

II

BUSINESS

The general nature of the business and businesses to be transacted are as follows:

To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida or any of the fifty states and/or territories of the United States of America.

FENDER'S INC.

Without in any way limiting any of the objects and powers of the Corporation, it is expressly declared and provided that the Corporation, to carry on its business, or for the purpose of accomplishing any of the objects hereinabove mentioned, shall have the power to make and perform contracts of any kind and description, to do any and all other acts and things, and to exercise any and all other powers, either as principal, agent or broker, conferred by the laws of the Florida upon corporations formed under the laws of said State, and which now or hereafter may be authorized by law.

### III

#### SHARES

The initial authorized capital stock of this Corporation shall consist of one hundred (100) shares of common stock, \$ .10 par value.

### IV

#### EFFECTIVE DATE AND DURATION

This Corporation shall commence its existence on July 1, 1997 and shall exist perpetually thereafter unless sooner dissolved according to law.

### V

#### PRINCIPAL OFFICE AND MAILING ADDRESS AND REGISTERED AGENT

The street address and mailing address of the Corporation's

*FENDER'S INC.*

initial principal office is:

2506 Fillmore Street  
Office Suite,  
Hollywood, Florida 33020.

The initial registered agent for the Corporation is:

Anne L. Smith, and located at

2506 Fillmore Street  
Office Suite,  
Hollywood, Florida 33020.

The registered office of this Corporation is:

2506 Fillmore Street  
Office Suite,  
Hollywood, Florida 33020.

## VI

### DIRECTORS

The Corporation shall have three (2) Director(s), as provided by the By-Laws. Director(s) shall hold office as prescribed, or until their successor(s) have been duly elected and qualified.

## VII

### FIRST BOARD

The following shall constitute the first Board of Director(s) of the Corporation:

*FENDER'S INC.*

Anne L. Smith  
Earle C. Smith

c/o Office Suite  
c/o Office Suite  
2506 Fillmore Street  
Hollywood, Florida 33020

#### VIII

##### INCORPORATOR

The name(s) and address(es) of the initial incorporator(s) of the Corporation is(are) as follows:

Anne L. Smith  
Earle C. Smith

c/o Office Suite  
c/o Office Suite  
2506 Fillmore Street  
Hollywood, Florida 33020

#### IX

##### GENERAL PROVISIONS

(a) The private property of the stockholder(s) shall not be subject to the payment of any corporate debts to any extent whatsoever.

(b) Subject to the provisions and conditions of this Article, the Corporation shall have full power and lawful authority to accept property, labor and services in payment for shares of its Capital Stock in lieu of cash, at a just valuation to be fixed by its Board of Director(s).

© A director of the Corporation may transact business, borrow, lend, or otherwise deal or contract with the Corporation to the full extent and subject only to the limitations and provisions of the laws of the State of Florida and the laws of the United States.

(d) The Corporation shall indemnify each director and officer of the Corporation against all or any portion of any expenses reasonably incurred in connection with or arising out of any action, suit or proceeding in which the corporation may be involved, by reason of being or having been an officer or director of the Corporation (whether or not the director continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States.

SUBSCRIBED at Hollywood, Florida this 2nd day of July,

1997.

Anne L. Smith  
Anne L. Smith, Incorporator

Having been named Registered Agent, I certify that I am now familiar with and accept the duties and responsibilities of that position.

Anne L. Smith  
Anne L. Smith, Registered Agent

STATE OF FLORIDA     )  
                                  ) ss:  
COUNTY OF BROWARD    )

The foregoing Articles of Incorporation were acknowledged before me this 2nd day of July 1997.

Maureen E. Macaluso  
NOTARY PUBLIC, State of Florida  
My Commission Expires:

(Seal)

A&EH1997



FENDER'S INC.

MINUTES OF FIRST MEETING OF INCORPORATORS

The first meeting of the Incorporators of A & E Consultants Inc. was held at Hollywood, Florida on the 24th day of June, 1997, at 4:00<sup>PM</sup> hours of that day.

Present was(ere) Anne L. Smith and Earle C. Smith, being the incorporator(s) named in the Certificate of Incorporation.

Anne L. Smith presided as Chairperson of the meeting and appointed Earle L. Smith as Vice President/Secretary/Treasurer thereof.

The Chairperson called the meeting to order and the Secretary then presented and read the Waiver of Notice of the meeting signed by all the incorporators and it was ordered filed as part of the minutes.

The Chairperson then reported that the Certificate of Incorporation will be filed in the office of the Secretary of State on June 20th 1997 and ordered that a copy of the Certificate of Incorporation be inserted in the minute book as part of the records of the meeting.

A proposed form of Bylaws for the regulation and management of the affairs of the corporation, which was read, section by section, was unanimously adopted and ordered to be made a part of the permanent records, to follow the Certificate of Incorporation in the minute book.

Upon motion duly made, seconded and carried, the following person(s) was(ere) nominated and elected to the Board of Directors of the corporation:

President	Anne L. Smith
Vice President/Secretary/Treasurer	Earle C. Smith

Upon motion duly made, seconded and carried, it was further

RESOLVED, that the Board of Directors be and it hereby is authorized, in its discretion, to issue the capital stock of this corporation to the full amount or number of shares authorized by the Certificate of Incorporation in such amounts and for such considerations as from time to time shall be determined by the Board of Directors and as may be permitted by law, provided, however, that par value stock shall not be issued for less than par value.

There being no further business to transact, the meeting was on motion duly made, seconded and carried adjourned.

Earle C. Smith  
Secretary

Anne L. Smith  
Chairperson

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FENDER'S INC.