

MIAMI, FLORIDA 33174 (305)552-5973
City/State/Zip Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

Office Use Only

Examiner's Initials

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ARTICLES OF INCORPORATION

OF

MARJOHN, INC.

The undersigned subscribers to these Articles of Incompration, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE 1

The name of the corporation is MARJOHN, INC.

ARTICLE 11
DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The corporate existence shall commence as of the filing of the Articles of Incorporation.

ARTICLE 111

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE 1V CAPITAL STOCK

The corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 100 shares of common stock of a par value of \$1.00 per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall not have preemptive rights to subscribe to the corporation's securities.

Abe A. Bailey, Esquire
Florida Bar No. 0480398
ABE A. BAILEY, P.A.
18350 N.W. 2nd Avenue, 5th Floor
Miami, Florida 33169

ARTICLE V

The name of the initial registered agent of this corporation is. Sheila Brown. The street address of the initial registered office of the corporation in the State of Florida is 1621 E. Sand Piper Circle, Pembroke Pines, Florida 33026 and the principal place of business of the corporation is 1621 E. Sand Piper Circle, Pembroke Pines, Florida 33026.

ARTICLE V1 INITIAL BOARD OF DIRECTORS

The corporation shall have two (3) initial directors. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the corporation. The name and street address of the initial directors are:

GLASSPOLE BROWN 1621 E. Sand Piper Circle Pembroke Pines, Florida 33026

SHEILA BROWN 1621 E. Sand Piper Circle Pembroke Pines, Florida 33026

EDGAR WALTER 1621 E. Sand Piper Circle Pembroke Pines, Florida 33026

DENISE WALTER

1621 E. Sand Piper Circle
Pembroke Pines, Florida 33026

ARTICLE V11 INCORPORATION

The name and address of the incorporator of these Articles of Incorporation is Sheila Brown, 1621 E. Sand Piper Circle, Pembroke Pines, Florida 33026.

ARTICLE V111 BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested

· in the Board of Directors and the shareholder.

ARTICLE 1X

The corporation shall indemnify to the full extent permitted by law, the incorporator, any officer, director, employee, or agent of the corporation, or any former officer director, employee, or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee, or agent of another corporation partnership, joint venture, trust or other enterprise.

AMENDMENT

This corporation reserves the right to amend or repeal any prior provisions contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles Of Incorporation, this 30 day of July, 1997.

SHEILA BROWN -Incorporator
STATE OF FLORIDA)
COUNTY OF DADE)
The foregoing instrument was acknowledged before me this $\frac{20}{3}$
day of July , 1997 by Sheila Brown as the
Incorporator of MARJOHN, INC., a Florida corporation, on behalf of
the corporation. She is personally known to me or has produced as
identification
take an oath.
Abe A Bailey NOTARY PUBLIC (Signature) Notary public (Signature)

My Commission Expires:

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

In compliance with Sections 48.091 and 607.034, Florida Statutes the following is submitted:

FIRST that MARJOHN, INC., desiring to organize or qualify under the laws of the State of Florida with its principal place of business at 1621 E. Sand Piper Circle, Pembroke Pines, Florida 33026 has named Sheila Brown located at 1621 E. Sand Piper Circle, Pembroke Pines, Florida 33026 as its agent to accept service of process within Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at 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 performance of my duties.

Dated this 30 day of Suly, 1997

SHEILA BROWN

Registered Agent

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SECRETARY OF STATE
TAIL A HASSEE ET COMP.

CONSENT TO ACTION TAKEN IN LIEU OF RE-ORGANIZATIONAL MEETING

OF

MARJOHN, INC.

The undersigned being the incorporator of the corporation consent to and ratify the action taken to organize the corporation as follows:

The Certificate of Incorporation filed on ______ with the Secretary of State of Florida was approved and inserted in the record book of this corporation.

The persons whose names appear below were appointed directors of the corporation to serve for a period of one year until their successors are appointed or elected and shall qualify:

Glasspole Brown

Sheila Brown

Edgar Walter

Denise Walter

The persons whose names appear below were appointed officers of the corporation to serve for a period of one year and until their successors are appointed or elected and shall qualify:

Office

Name

President/Secretary

Glasspole Brown

Treasurer

Sheila Brown

Vice President

Edgar Walter

Secretary

Denise Walter

By-Laws regulating the conduct of business and affairs of the corporation as prepared by counsel for the corporation were adopted and inserted in the record book.

The Seal, an impression of which appears in the margin of this consent was adopted as the corporate seal of the corporation, and the specimen of certificates for shares in the form exhibited and inserted in the record book was adopted as the corporate certificate.

ISSUANCE OF INITIAL SHARES (a) ACKNOWLEDGMENT OF SUBSCRIPTIONS:

The corporation hereby acknowledges that subscription were received by its and are hereby accepted by it from the persons in the amounts and for the consideration set forth below:

Subscriber	Number of Shares Subscribed for	Consideration
Glasspole Brown	25%	\$ 1.00
Sheila Brown	25%	\$ 1.00
Edgar Walter	25%	\$ 1.00
Denise Walter	25%	\$ 1.00

- (b) PAYMENT OF SUBSCRIPTIONS: The officers of the corporation are hereby authorized to call for the payment of such subscriptions and to issue shares evidenced by properly executed stock certificates against receipt of the subscription price therefor.
- (c) NONASSESSABILITY: On receipt of the subscription price from each subscriber and the issuance of shares to him or her, such shares will be validly authorized and issued, fully paid and nonassessable.
- (d) ALLOCATION OF PROCEEDS: of the consideration received by the corporation for the capital stock to be issued hereunder, One Dollar (\$1.00) shall be allocated to the capital stock account of the corporation for each share issued and the balance shall be allocated to the paid in surplus account.
 - (e) DESIGNATION OF BANK DEPOSITORY: The Treasurer of the

corporation is authorized to open on behalf of the corporation such accounts as he deems necessary or appropriate at any commercial bank and to endorse any checks, drafts, notes, orders and bills of exchange payable to or otherwise the property of the corporation; to deposit them in such accounts; and to draw and sign checks on such accounts in the name of the corporation. The Board of Directors hereby adopts any resolutions required by such bank in connection with this designation as depository, provided the President of the corporation instructs the Secretary in writing to insert as a appendix to this consent a copy of such resolutions, which shall thereupon he deemed to have been adopted by the Board of Directors.

The corporation shall elect to be taxed as a "small business corporation" for income tax purposes under the provisions of Section 1372 of the Internal Revenue Code and the property officers of the corporation be and they hereby authorized and directed to evidence such election by completing and filing Form 2553 of the United States Treasury Department, Internal Revenue Service.

Executed by the undersigned as first	director of MARJOHN INC.,	on
the dates indicated.	CRE LAH.	Ţ
Name of Director		AUGUS MULIUS MULIUS
Alfred La Know	- / (/	T
GLESSPOLE BROWN	1/21/197ESTATES	
SHEILA BROWN	-//04/ 1/3m N	
SHEILA BROWN	7/24/97	
EDGAR WALTER	7/24/97	
Jana English		

DENISE WALTER