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Mail Reply to St. Petersburg Office

September 10, 1997

FILED
91 SEP 29 PM 12:16
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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

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*****70.00 *****70.00

To Whom It May Concern:

Please find enclosed the original Articles of Incorporation to be filed with the Department of State. Please also find enclosed a check made payable to the Department of State in the amount of \$70.00.

Should you have any questions please do not hesitate to contact me.

Sincerely,

MOORE & BERKOWITZ

Debra Baker

Debra Baker.
Legal Assistant

/db

~~W 97 21331~~

~~2-9-1~~

P 96-67066



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 16, 1997

DEBRA BAKER LEGAL ASSISTANT
7211 1ST AVE SO
ST PETERSBURG, FL 33707

SUBJECT: J.J.B., INC.
Ref. Number: W97000021331

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TALLAHASSEE, FLORIDA

We have received your document for J.J.B., INC. and your check(s) totaling \$70.00. 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 a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of 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 (850) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 497A00045975

ARTICLES OF INCORPORATION

OF

L.J.J.B., INC.

The undersigned, acting as incorporator, hereby adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the laws of the State of Florida, as follows:

ARTICLE I

Names

The name of the Corporation is: L.J.J.B., INC.
7211 First Avenue South
St. Petersburg, FL 33707

ARTICLE II

Terms of Existence

The date when corporate existence shall commence shall be the date of filing of these Articles of Incorporation, and the Corporation shall have perpetual existence thereafter.

ARTICLE III

Nature of Business

The Corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

Powers

The Corporation shall have power:

- (a) To have perpetual succession by its corporate name;
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;
- (d) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

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(f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law;

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or any other governmental state, territory, governmental district, or municipality or of any instrumentality thereof;

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without the State of Florida;

(k) To elect or appoint officers and agents for the Corporation including teachers, administrative personnel and other persons and define their duties and fix their compensation;

(l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of the State of Florida, for the administration and regulation of the affairs of the Corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the Board of Directors of the Corporation shall find will be in aid of the governmental policy;

(o) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, health plans, medical plans, dental plans, insurance plans and other incentive or benefit plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of any subsidiaries it may have;

(p) To be a promoter, incorporator, general or limited partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise;

(q) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V Capital Stock

The corporation is authorized to issue 1,000 shares of no par value common stock, which shall be designated as Common Stock.

ARTICLE VI
Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 7211 First Avenue South, St. Petersburg, Florida 33707, and the name of its initial registered agent at such address is Michael Berkowitz.

ARTICLE VII
Directors

The Corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation shall always have at least one (1) but no more than ten (10) directors. The names and addresses of the initial directors of the Corporation, who shall serve until his successors are duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
<u>Michael Berkowitz</u>	<u>7211 First Avenue South</u> <u>St. Petersburg, FL 33707</u>
<u>Laura Berkowitz</u>	<u>7211 First Avenue South</u> <u>St. Petersburg, FL 33707</u>

ARTICLE VIII

Incorporator

The names and addresses of the incorporators signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
<u>Michael Berkowitz</u>	<u>7211 First Avenue South</u> <u>St. Petersburg, FL 33707</u>
<u>Laura Berkowitz</u>	<u>7211 First Avenue South</u> <u>St. Petersburg, FL 33707</u>

ARTICLE IX

Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Corporation's Board of Directors.

ARTICLE X

Indemnification

The Corporation shall indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

ARTICLE XI

Preemptive Rights

Each shareholder of the Corporation shall have the first right to purchase shares (and any securities convertible into such shares) of any class, kind or series of the Corporation's capital stock that may from time to time be issued, whether or not presently authorized, including treasury shares, in the ratio that the number of shares such shareholder holds at the time of issuance bears to the total number of shares then outstanding, exclusive of treasury shares. Any shareholder's preemptive rights shall be waived if such shareholder does not exercise his or her preemptive rights by tendering full payment to the Corporation within thirty (30) days of receipt of written notice from the Corporation stating the prices, terms and conditions for the sale of such shares (or securities convertible into such shares). A shareholder may also waive his or her preemptive rights by affirmative written notice of waiver within thirty (30) days of receipt of notice of the Corporation's issuance of shares.

ARTICLE XII
Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles this
_____ day of _____, 1997.

Michael Berkowitz
Michael Berkowitz

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 24th day of Sept., 1997,
by Michael Berkowitz, who is personally known to me ☒ or who has produced _____
_____ as identification and who _____ did/did not ☒ take an oath.



Debra K. Baker

Notary Public
My Commission Expires

DEBRA K. BAKER

Print Name

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above-stated Corporation, at the place designated herein, 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 any duties.

Dated: _____

9/24/97

Michael Berkowitz