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Marva A. Davis, P.A.
Requestor's Name

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DIVISION OF CORPORATIONS
97 DEC -2 AM 8:53

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Alpha & Omega Investment Corporation of Florida
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certified Copy
☐ Certificate of Status

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TALLAHASSEE, FLORIDA

NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

12-2-97
WS
Examiner's Initials

ARTICLES OF INCORPORATION OF ALPHA & OMEGA BUSINESS AND INVESTMENT CORPORATION

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following articles of incorporation:

ARTICLE ONE NAME

The name of the corporation is ALPHA & OMEGA BUSINESS AND INVESTMENT CORPORATION.

ARTICLE TWO DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE PURPOSE

The purposes for which the corporation is organized are to secure property and finances for development, to own, operate, manage, buy and sell businesses and property, to make ventures and to obtain business and venture capital, to make investments and to take such other actions deemed in the best interest of the corporation from time to time. The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE FOUR CAPITAL STOCK

The aggregate number of shares that the corporation has authority to issue is 1,000, all of which shall be common shares, all of one class, without par value.

ARTICLE FIVE PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and securities of the corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares.

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ARTICLE SIX

RESTRICTIONS ON AUTHORITY TO MORTGAGE OR PLEDGE ASSETS

Prior written consent or approval of shareholders, Garry Thomas and Linda De La Garza, shall be required before any of the corporate assets may be mortgaged or pledged, or any security interest created in any of the property or assets of the corporation for the purpose of securing the payment or performance of any obligation of the corporation.

ARTICLE SEVEN

RESTRICTIONS AGAINST SALE OF STOCK

None of the shareholders shall, during his or her lifetime, sell, pledge, encumber, hypothecate, or otherwise dispose of, all or any part of his or her stock by gift or otherwise, unless he or she satisfies one of the following conditions:

1. Obtains the written consent of the other shareholders.
2. First offers in writing to the other shareholders the right to purchase the stock. The stock shall be offered to the other shareholders equally except where one or more of the shareholders express their desire not to purchase. The other shareholders shall have sixty (60) days, from the date of the notice to purchase the stock. The shareholder(s) desiring to sell the stock shall be prohibited, during the sixty (60) day option period, from disposing of any portion of his or her stock except to the other shareholders, unless he or she obtains the written release of his or her option rights.

Upon the death of a shareholder, the stock of the deceased shareholder may not be sold or otherwise distributed to any other person, unless the Corporation fails to purchase the stock of the deceased shareholder within 180 days after issuance of an order appointing a Personal Representative or after receipt of any other court order authorizing debtors or those holding property of the decedent to pay, deliver or transfer payment or property to certain person(s), whichever shall first occur.

ARTICLE EIGHT

REGISTERED OFFICE and PRINCIPAL OFFICE

The street address of the initial registered office and principal office of the corporation is 7261 Newfield Dr., Tallahassee, Fl 32303. The initial registered agent at that address is Linda De La Garza.

ARTICLE NINE
MEETING BY CONFERENCE TELEPHONE

Shareholders may attend and participate in special, regular and annual meetings by conference telephone or similar communications equipment as provided by law.

ARTICLE TEN
DIRECTORS/CORPORATE MANAGEMENT

The business of the corporation shall be managed by the stockholders of the corporation rather than by a board of directors.

ARTICLE ELEVEN
INDEMNIFICATION

The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for Section 607.0850, Florida Statutes, as amended.

ARTICLE TWELVE
INCORPORATORS

The name and address of the incorporators are:

Garry Thomas
P. O. Box 1041
379 E. Jefferson St.
Quincy, Florida 32353

Linda De La Garza
7261 Newfield Dr.
Tallahassee, Fl 32303

Ursula Michelle De La Garza
by and through her guardian,
Linda De La Garza
7261 Newfield Dr.
Tallahassee, Fl 32303

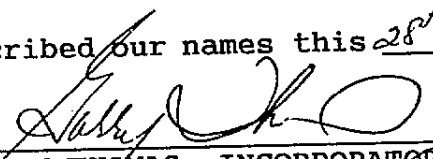
ARTICLE THIRTEEN
COMMENCEMENT OF EXISTENCE


The corporation shall commence its existence on November 21, 1997.

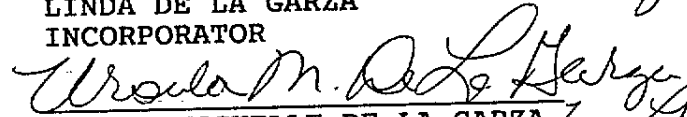
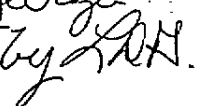
ARTICLE FOURTEEN
AMENDMENT OF ARTICLES

The power to adopt, alter, amend or repeal the Articles of Incorporation of this corporation shall be vested in the shareholders.

IN WITNESS WHEREOF, we have subscribed our names this 28th day
of November, 1997.


GARRY THOMAS, INCORPORATOR


LINDA DE LA GARZA
INCORPORATOR


URSULA MICHELLE DE LA GARZA
By and Through her Guardian 
LINDA DE LA GARZA

ALPHA & OMEGA BUSINESS AND INVESTMENT CORPORATION

BANK RESOLUTION

On motions duly made, seconded and carried, the following corporate actions were taken:

1. GARRY THOMAS, was elected President and secretary of the corporation.
2. LINDA DE LA GARZA was elected Vice-President and treasurer of the corporation.
3. NATIONS BANK, was selected as the initial bank in which to deposit corporate funds.

On motion duly made, seconded and carried, the following was then adopted:

RESOLVED, that the treasurer is authorized and directed to open an account with NATIONS BANK and to deposit therein all funds of the corporation. All drafts, checks, and notes of the corporation, payable on said account shall be made in the name of the corporation, signed by two of the following individuals, GARRY THOMAS and LINDA DE LA GARZA; and it is further

RESOLVED, that the resolution required by the bank to effect the foregoing arrangement is adopted as the action of the shareholders of this corporation.

The shareholders of the corporation considered whether the corporation should make an election under the provisions of Section 1372, Internal Revenue Code, to be treated as a "small business corporation for income tax purposes, sometimes referred to as a sub chapter S Election. On motion duly made, seconded and carried, the following was then adopted:

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

There being no further business to come before the shareholders, the meeting was, upon motion duly made and seconded, adjourned.

Dated this 28th day of November, 1992.

Garry Thomas
Secretary

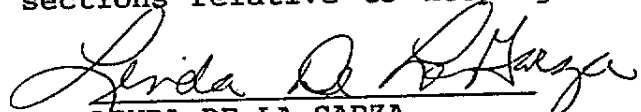
**CERTIFICATE DESIGNATING AGENT UPON WHOM
PROCESS MAY BE SERVED AND THE PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN THE STATE OF FLORIDA**

Pursuant to Section 48.091 and Section 607.1507, Florida Statutes, the following is submitted in compliance with said sections:

ALPHA & OMEGA BUSINESS AND INVESTMENT CORPORATION desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at the City of Tallahassee, in the County of Leon, State of Florida, has named LINDA DE LA GARZA as its registered agent to accept service of process within this state, who is located at the following registered office: 7261 Newfield Dr., Tallahassee, Fl 32303.

ACKNOWLEDGMENT AND ACCEPTANCE

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and agree to act in such capacity. I agree to comply with the provisions of said sections relative to keeping open the registered office.


LINDA DE LA GARZA
Registered Agent

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