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GEORGE T. ELDRIDGE ACCOUNTANTS INC
P. O. BOX 1187
MANGO FL 33550-1187

City/State/Zip

Phone #

100002404611--1

-01/20/98--01051--004

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

Office Use Only

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

1. ADAM & EVE, INC (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)
- FILED
98 JAN 20 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

P.Hall JAN 21 1998

ARTICLES OF INCORPORATION

OF

ADAM & EVE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby organize for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida, providing for the formation, rights, privileges, immunities and liabilities of Corporations for profit.

ARTICLES I - NAME

The name of the Corporation shall be ADAM & EVE, INC.

ARTICLE II - DURATION

The period of its duration is perpetual, commencing on the date of filing these articles with the State of Florida, Secretary of State, Florida Department of State.

ARTICLE III - PURPOSE

The purpose for which the corporation is organized is the transaction of any or all lawful business for which corporations may be engaged in under the laws of the United States and the State of Florida's General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This corporations is authorized to issue 2,500 SHARES which should be designated "Common Shares." The par value per share is one dollar (\$1.00).

ARTICLE V - CAPITAL

The amount of capital with which the Corporation will begin business shall be ONE HUNDRED DOLLARS (\$100.00).

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 11509 E. DR. M. L. KING JR. BLVD., MANGO, FL 33550

The name of the initial registered agent of this Corporation at that address is GEORGE T. ELDRIDGE.

ARTICLE VII - BOARD OF DIRECTORS

1. This corporation is not required to have two (2) or more directors.
2. A director is not required to be a shareholder.
3. Each director must be of legal age.
4. Meetings of the Board of Directors may be held within or without the State of Florida.
5. The shareholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VIII - ADDRESSES OF BOARD OF DIRECTORS

George T. Eldridge
11509 East Dr. Martin Luther King, Jr. Blvd.
Post Office Box 1187
Mango, Florida 33550

ARTICLE IX - INCORPORATOR

The incorporator is

George T. Eldridge
11509 East Dr. Martin Luther King, Jr. Blvd.
Post Office Box 1187
Mango, Florida 33550

ARTICLE X - BYLAWS

The power to adopt, amend, or repeal the Bylaws of the corporation shall be vested in the Board of Directors and the Shareholders without any restriction of their powers conferred by statute.

ARTICLE XI - RESTRICTIONS ON TRANSFER OF STOCK

1. Shares held by any shareholder may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to the corporation.
 - a. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

"Otherwise transferred" means, for example, shares cannot be passed on by gift, donation, or inheritance, sale or divorce.
3. The sale or transfer may be made only after the same shall have been approved at a shareholders' meeting, exclusive of the stock proposed to be sold or transferred.
4. The shares of stock held by the shareholder proposing to sell or transfer his shares may not be voted or counted for any purpose at said meeting.

ARTICLE XII - ADOPTION OF BYLAWS

A special meeting of the Board of Directors will be held, upon the call of the president, for the purpose of completing the organization of the corporation and the adoption of the bylaws and the transaction of such other business as may come before the meeting.

ARTICLE XIII - AMENDMENT OR REPEAL

This corporation reserves the right to amend or repeal any Article or provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE XIV - TERMS OF ISSUING STOCK

Stock to be issued pursuant to these Articles of Incorporation shall be issued under the terms, provisions, and conditions of the Internal Revenue Code.

ARTICLE XV - TRANSACTIONS WITH OTHER CORPORATIONS, SOLE PROPRIETORSHIPS, INDIVIDUALS, AND/OR OTHER BUSINESS

1. No contract or other transaction between this corporation and any other businesses, and no contract or transaction of this corporation, shall in any way be affected or invalidated by the fact that any of the directors or shareholders are pecuniarily or otherwise interested in any other corporation, or are directors, officers, or owners of any other corporation/businesses.
2. Any director individually, or any business of which any director may be a member/owner, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such business is so interested shall be disclosed or shall have been known to the Board of Directors.

IN WITNESS WHEREOF,

I have hereunto subscribed my name and affixed my seal to these
Articles of Incorporation, on this 12th day of January, 1998

A.D.

George T. Eldridge
Signature

01-12-1998
Date

State of Florida

County of Hillsborough

Before me, the undersigned authority, personally appeared

GEORGE T ELDRIDGE

who, being first duly sworn, deposes and says that he is the individual described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the above named County and State this the 12th day of January, 1998 A.D.

Hazel A. Throop

Notary Public: Hazel A. Throop

HAZEL A. THROOP
Notary Public, State of Florida
My Comm. Expires JUL 19, 1999
Comm. No. CC481928
Bonded thru Cumberland Casualty

CC 481928

My Commission Expires: 07/19/1999

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is
submitted:

That ADAM & EVE, INC. desiring to organize under the laws of
the State of Florida with its principal office as indicated in the
Articles of Incorporation at 11509 East Dr. Martin Luther King, Jr.
Blvd, Post Office Box 1187, Mango, Florida 33550 has named George
T. Eldridge located at 11509 East Dr. Martin Luther King, Jr. Blvd,
Post Office Box 1187, Mango, Florida 33550, as its agent to accept
service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with the
provisions of said Act relative to keeping open said office.

George T. Eldridge
George T. Eldridge

January 12, 1998
Date

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98 JAN 20 PM 3:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA