

5/05/98

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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
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ACCT#: 072450003255

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NAME: J & M ASSOCIATES, INC.

AUDIT NUMBER.....H98000008553

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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TALLAHASSEE FLORIDA

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

May 6, 1998

EMPIRE

SUBJECT: J & M ASSOCIATES, INC.  
REF: W98000010165

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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.

THE CONFLICT IS "J & M ASSOCIATES, INC." FILED ON 11/25/91. THE DOCUMENT NUMBER IS S97022.

If you have any further questions concerning your document, please call (850) 487-6926.

Tracy Augsburger  
Document Specialist

FAX Aud. #: H98000008553  
Letter Number: 798A00024808

ARTICLES OF INCORPORATION  
OF

H98000008553

Buckroe Associates, Inc.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be:

Buckroe Associates, Inc.

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ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business and mailing address of this corporation shall be: 7879 Pines Boulevard  
Pembroke Pines, FL 33024

ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers

RAY STORMONT  
EMPIRE CORPORATE KIT COMPANY  
1412 West Flagler Street #200  
Miami, Florida 33135-2209  
(305) 541-3694

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To have perpetual succession by its corporate name;  
To sue and be sued, complain, and defend in its corporate name  
in all actions or proceedings;

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;

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;

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;

To lend money to, and use its credit to assist, its officers  
and employees in accordance with Florida Statute S607.141;

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 of any other government,  
state, territory, governmental district, or municipality or  
of any instrumentality thereof;

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;

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

To conduct its business, carry on its operations, and have  
offices and exercise the powers granted by this act within or  
without this state;

To elect or appoint officers and agents of the corporation and  
define their duties and fix compensation.

To make and alter bylaws, not inconsistent with its articles  
of incorporation or with the laws of this state, for the  
administration;

To make donations for the public welfare or for charitable,  
scientific, or educational purposes;

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To transact any and all lawful business which the board of directors shall be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

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

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute §607.014;

#### ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 100 shares, having an individual par value of \$1.00.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

#### ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be: Robert Smoley  
1700 Miami Center-201 S. Biscayne Blvd.  
Miami, FL 33131

#### ARTICLE VII

The initial board of Directors shall consist of a total of (1) person(s) and the name and address of the person(s) who is to serve as an initial director(s) is:

Norman Roebuck	7879 Pines Boulevard
President	Pembroke Pines, FL 33024

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ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

EMPIRE CORPORATE KIT OF AMERICA, INC.  
1492 W. FLAGLER ST #200  
MIAMI, FL 33135

The undersigned has executed these Articles of Incorporation this 5th day of MAY, 1998.



Incorporator  
Ray Stormont/President  
Signing for  
Empire Corporate Kit of America, Inc.

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

First-That Buckroe Associates, Inc.  
(Name of Corporation)  
desiring to organize under the laws of the State of FLA  
(Florida)  
with its principal office, as indicated in the articles of  
incorporation has named Robert Smoley  
(Name of Registered Agent)  
located at 1700 Miami Center - 201 So. Biscayne Blvd  
(No Box Not Acceptable)  
City of Miami 33131, County of Dade  
(City) (County)  
State of Florida, as its agent to accept service of process within  
this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF  
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN  
THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED  
AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND  
ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

[Signature]  
Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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