

P98000050191

TRANSMITTING LETTER

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

200002546032--8  
-06/03/98-01058-019  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

SUBJECT: MASSIS/SHALLEY INVESTMENT CORP.  
(Proposed Corporate Name)

Enclosed is an original and (1) copy of the Articles of Incorporation and our check  
for \$ 70.00.

FILED  
98 JUN -3 PM 2:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FROM:

DEVRY E. DEWAN, CPA  
7006 ATLANTIC BLVD.  
JACKSONVILLE, FL. 32211-8706  
(904) 725-2895

Note: Please provide the original and one copy of the Articles.

TA-6/4/98

FILED  
98 JUN -3 PM 2:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is: MASSIS/SHALLEY INVESTMENT CORP.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business, all in keeping with the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$10.00 par value common stock which shall be designated "Common Stock."

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE, MAILING OFFICE,  
AND REGISTERED AGENTS OFFICE

The street of the initial registered office, mailing office, and registered agent's office of this corporation is 7006 ATLANTIC BLVD., JACKSONVILLE, FL. 32211-8706

The name of the initial registered agent of this corporation is RADI MASSIS

ARTICLE VII - INITIAL BOARD OF DIRECTORS

NAME  
PRESIDENT  
RADI MASSIS  
  
VICE PRESIDENT  
AKRAM CHAHLA  
SEC./TREAS.  
KANAAN MASSIS

ADDRESS  
7006 ATLANTIC BLVD  
JACKSONVILLE FL 32211-8706  
  
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7006 ATLANTIC BLVD  
JACKSONVILLE, FL. 32211-8706

NAMEADDRESS

RADI MASSIS

7006 ATLANTIC BLVD.  
JACKSONVILLE, FL. 32211-8706

AKRAM CHAHLA

7006 ATLANTIC BLVD.  
JACKSONVILLE FL 32211-8706

KANAAN MASSIS

7006 ATLANTIC BLVD.  
JACKSONVILLE, FL. 32211-8706ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - AMENDMENT

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

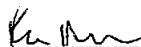
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 20th day of May, 1998.



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SUBSCRIBER RADI MASSIS PRESIDENT

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SUBSCRIBER AKRAM CHAHLA V. PRES.

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SUBSCRIBER KANAAN MASSIS SEC./TREAS.

COUNTY OF DUVAL

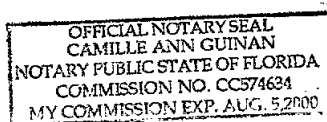
BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared *RADI MASSIS, AKRAM CHAHLA*

*AND KANAAN MASSIS*

known to be and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledge before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 20th day of *MAY*, 1998.

*Camille Ann Guinan*  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA.  
AT LARGE



CERTIFICATE DESIGNATING PERSON TO ACCEPT SERVICE OF PROCESS  
THE SERVICE OF PROCESS WITHIN FLORIDA. NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED:

FIRST - That MASSIS/SHALLEY INVESTMENT CORP.

desiring to organize or qualify under the laws of the State of Florida, with its principal place of  
business at the City of Jacksonville, State of Florida, has named RADI MASSIS

located at 7006 ATLANTIC BLVD.

, Jacksonville, Florida

32211-8706 , as its agent to accept service of process within Florida.

SIGNATURE



TITLE:

RADI MASSIS  
PRESIDENT

DATE:

MAY 20, 1998

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
CAPTIONED CORPORATION, AT THE 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.

SIGNATURE



REGISTERED AGENT  
RADI MASSIS

DATE:

MAY 20, 1998

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TALLAHASSEE, FLORIDA