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July 29, 1998

Corporate Records Bureau  
Division of Corporations  
Florida Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

600002603636--2  
-07/31/98--01015--012  
\*\*\*\*122.50 \*\*\*\*122.50

Re: CORPORACION DE DON MEXXICO

→ Translation =  
"Don Mexxico Corporation!"

Dear Madam or Sir:

On behalf of our captioned client, enclosed are an original and one copy of its Articles of Incorporation, together with a check in the amount of \$122.50 in payment of the following charges:

- |    |   |              |
|----|---|--------------|
| 1. | Filing Fee for Articles of Incorporation    | \$35.00      |
| 2. | Certified copy of Articles of Incorporation | 52.50        |
| 3. | Registered Agent Fee                        | <u>35.00</u> |

\$122.50

Please file the original Articles of Incorporation and the certificate designating Registered Agent and return to me a certified copy of the Articles as filed. Thank you for your help in this matter. If you have any questions, please call me directly.

Sincerely,

Mindy L. Carreja

MLC/jm  
Enclosures  
157045.1

FILED  
98 JUL 31 AM 8:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OK. to file  
per B.C.  
T.A.

TA- 8/7/98

**AFFIDAVIT**

**STATE OF FLORIDA**

**COUNTY OF HILLSBOROUGH**

**JESSE L. CARRIGAN, being sworn, upon his oath deposes and says:**

1. I am the incorporator and sole shareholder of Don Mexxico's Company, a Florida corporation which was formed on April 24, 1998 and voluntarily dissolved on June 23, 1998.
2. I have no intention of revoking the voluntary dissolution of Don Mexxico's Company.
3. I hereby release the name "Don Mexxico's Company," allowing a new corporation to be formed in the state of Florida under the name "Corporacion De Don Mexxico."

  
Jesse L. Carrigan, Incorporator  
and Sole Shareholder

**SWORN AND SUBSCRIBED TO before me this 6th day of August, 1998.**

  
Notary Public

Print Name: Jennifer Wittstruck

My commission expires: 1/15/02

157566.1



ARTICLES OF INCORPORATION  
OF  
CORPORACION DE DON MEXXICO

FILED  
98 JUL 31 AM 8:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of the captioned corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

Corporate Name and Principal Office

The name of this corporation is CORPORACION DE DON MEXXICO and its principal office and mailing address is 3550 Morris Street, St. Petersburg, Florida 33713.

ARTICLE II

Commencement of Corporate Existence

The corporation shall come into existence on July 31, 1998.

ARTICLE III

General Nature of Business

The corporation may transact any lawful business for which corporations may be incorporated under Florida law.

## ARTICLE IV

### Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 25,000,000 shares of common stock, each with a par value of \$.001 (the "Common Stock"), and 5,000,000 shares of preferred stock, each with a par value of \$.01 (the "Preferred Stock"). The Common Stock shall further be divided into 20,000,000 shares of Class A Common Stock and 5,000,000 shares of Class B Common Stock. Each share of issued and outstanding Class A Common Stock shall entitle the holder thereof to one vote on each matter with respect to which shareholders have the right to vote and to fully participate in all shareholder meetings. Each share of issued and outstanding Class B Common Stock shall be nonvoting. Each share of Class A and Class B Common Stock shall entitle the holder thereof to share ratably in the net assets of the corporation upon liquidation or dissolution, but each such share shall be subject to the rights and preferences of the Preferred Stock as hereinafter set forth.

The Class B Common Stock shall be convertible in the following manner. Each shareholder of Class A Common Stock shall have the right to convert 25% of the total shares of Class B Common Stock held by such shareholder, share for share, into Class A Common Stock, upon the attainment by the corporation of each of the following benchmarks: (i) \$500,000 in annual gross sales, (ii) \$1,000,000 in annual gross sales, (iii) \$5,000,000 in annual gross sales, and (iv) \$10,000,000 in annual gross sales, such that upon the corporation's attainment of \$10,000,000 in annual gross sales, and, assuming conversion by each shareholder at each benchmark of 25% of the total shares of Class B Common Stock originally held by such shareholder, no shareholder would hold any Class B Common Stock.

The Preferred Stock may be issued from time to time in one or more series in any manner permitted by law, as determined from time to time by the Board of Directors and stated in any resolution providing for the issuance of such shares adopted by the Board of Directors pursuant to authority hereby vested in it, each series to be appropriately designated, prior to the issuance of any shares thereof, by some distinguishing letter, number or title.

Before any shares of a particular series of Preferred Stock are issued, the designations of such series and its terms shall be fixed and determined by the Board of Directors in any manner permitted by law and stated in a resolution providing for the issuance of such shares adopted by the Board of Directors pursuant to authority hereby vested in it. Such designations and terms shall be set forth in full or summarized on the certificates for such series.

## ARTICLE V

### Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be 220 South Franklin Street, Tampa, Florida 33602, and the initial registered agent of the corporation at such address is John N. Giordano.

## ARTICLE VI

### Incorporator

The name and address of the corporation's incorporator is:

#### Name

#### Address

Judi McDonald

220 South Franklin Street  
Tampa, Florida 33602

## ARTICLE VII

### By-Laws

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.

## ARTICLE VIII

### Indemnification

If the criteria set forth in §607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by §607.0850, as then in effect, or by any successor law thereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles this 29th day of  
July, 1998.

  
\_\_\_\_\_  
Judi McDonald

**CERTIFICATE DESIGNATING  
REGISTERED AGENT**

Pursuant to the provisions of §§48.091 and 607.0501, Florida Statutes, CORPORACION DE DON MEXXICO, desiring to organize under the laws of the State of Florida, hereby designates John N. Giordano, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 220 South Franklin Street, Tampa, Florida 33602, the business office of its Registered Agent, as its Registered Office.

CORPORACION DE DON MEXXICO

By Judi McDonald  
Judi McDonald, Incorporator

**ACKNOWLEDGMENT**

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act as such in accordance with the provisions of §§48.091 and 607.0505, Florida Statutes.

John N. Giordano  
John N. Giordano

154649.3

**FILED**  
98 JUL 31 AM 8:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA