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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Requestor's Name

Address

ROBERT C. HERTZ
P.O. BOX 7661
HOLLYWOOD, FL 33081-1661

City

State

ZIP

Phone #

(954) 966-8798

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-02/02/99-01108-021
****122.50 ****78.75

CORPORATION(S) NAME

BRO-PET ENTERPRISES, INC.

PROFIT

NON-PROFIT

AMENDMENT

MERGER

FOREIGN

DISSOLUTION

MARK

LIMITED PARTNERSHIP

ANNUAL REPORT

RESERVATION

REINSTATEMENT

OTHER

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Updater
Updater Verifier
Acknowledgment
W.P. Verifier

SD 2/5

CERTIFICATE OF INCORPORATION

OF

BRO-PET ENTERPRISES, INC.

WE, the undersigned subscriber (s) of these Articles of Incorporation, each a natural person competent to contract, hereby associate ourselves together to form a corporation under the laws of the State of Florida.

ARTICLE I.

NAME

The name of this corporation shall be

BRO-PET ENTERPRISES, INC.

ARTICLE II.

NATURE OF BUSINESS

The general nature of business to be transacted by this corporation is:

(a) Vending Machine Sales, Computer Consulting, Trucking

(b) To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind, and description; except that it is not to conduct a banking, safe deposit, trust, insurance surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

(c) To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.

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(d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure payment of corporate indebtedness as required.

(e) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(g) To carry on any lawful business necessary or incidental to the attainment of the objects of the corporation whether or not such business is similar in nature to the objects enumerated herein.

ARTICLE III.

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 500 shares at \$1.00 par value, per share.

Shares of stock of this corporation shall be paid for in cash at a valuation to be fixed by the affirmative vote of the majority of the Board of Directors, but may be paid for by property, labor or services, whenever the Board of Directors so authorizes.

ARTICLE IV.

INITIAL CAPITAL AND TERM OF EXISTENCE

The amount of capital with which this corporation shall begin business is at least \$500.00. The proceeds of stock will be for at least as much as the amount necessary to begin business. After business has begun, the corporation shall have perpetual existence.

ARTICLE V.

ADDRESS

The principal office of the corporation is to be located at the street address below, which shall be the initial registered office of the corporation:

SEE ATTACHED

ARTICLE VI.

REGISTERED AGENT

The name of the initial registered agent shall be

SEE ATTACHED

as its agent to accept service of process within this State.

ARTICLE VII.

DIRECTORS

This corporation shall have no less than one (1) Director initially and at least one of the Directors shall be a citizen of the United States of America. The number of Directors may be increased or diminished from time to time, by By-Laws adopted by the stockholders but shall never be less than one.

The names and Post Office addresses of the members of the first Board of Directors, who, subject to the provisions of this Certificate of Incorporation, the By-Laws and the laws of the State of Florida shall hold office for the first year of the corporation's existence, or until their successors are elected and shall have qualified, are as follows:

<u>Name</u>	<u>OFFICE</u>	<u>ADDRESS</u>
BROWNIE L. PETERSON	Pres/Secy/Treas	18761 W. Dixie Hwy, Ste 293 N. Miami Beach, FL 33180

ARTICLE VIII.

SUBSCRIBERS

The names and post office addresses of each subscriber of this corporation and the number of shares of stock of this corporation which each agrees to hold, and the price paid therefore, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
BROWNIE L. PETERSON	18761 W. Dixie Hwy, Ste 293 N. Miami Beach, FL 33180	500

AMENDMENT

These Articles of Incorporation may be amended in a manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a Stockholders' Meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned have made and subscribed to this Certificate of Incorporation at Dade County, State of Florida, for the uses and purposes aforesaid, this 31 day of July, 19 98

Brownie L. Peterson (SEAL),
BROWNIE L. PETERSON

(SEAL),

STATE OF FLORIDA }
COUNTY OF DADE } SS

I HEREBY CERTIFY that on this 31 day of July, 19 98 personally appeared before me, the undersigned, a Notary Public for the State of Florida-at-Large, BROWNIE L. PETERSON

parties to the foregoing Certificate of Incorporation, and who severally and individually acknowledged that he or she did make, subscribe and acknowledge the foregoing Certificate of Incorporation as and for his or her voluntary act and deed, and that the facts herein set forth are true and correct as given under my hand and official seal, the day and year last above written, at Miami, Florida

Virginia B. Walker
Notary Public, State of Florida

VIRGINIA B. WALKER
MY COMMISSION # CC433915 EXPIRES
January 17, 1999
BONDED THRU TROY FAIN INSURANCE, INC.



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, 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.

1. The name of the corporation is: BRO-PET ENTERPRISES, INC.
18761 W. Dixie Hwy #293, N. Miami Beach, FL 33180

2. The name and address of the registered agent and office is:

BROWNIE L. PETERSON
(NAME)
#293
18761 West Dixie Highway, North Miami Beach, Florida 33180
(P.O. BOX NOT ACCEPTABLE)
North Miami Beach, Florida 33180
(CITY/STATE/ZIP)

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

SIGNATURE *Brownie Peterson*
(corporate officer)
TITLE President
DATE July 31, 1998

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 *Brownie Peterson*
BROWNIE L. PETERSON
DATE July 31, 1998