



*Charlie J. Gillette, Jr., P.A.*

ATTORNEYS & COUNSELORS AT LAW  
603 North Market Street  
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PHONE (904) 358-1304  
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P990000 20565

November 6, 1998

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

100002785281--2  
-02/24/99--01006--002  
\*\*\*\*\*122.50 \*\*\*\*\*78.75

RE: Pearson, Inc.

Dear Ms. Lewis:

Please find enclosed an original and one (1) copy of the articles of incorporation for the above referenced corporation. We have also enclosed a trust account **check #748** in the amount of **\$122.50** for the filing fee.

If there are any questions or concerns please contact our office at the letterhead address or telephone number.

Sincerely,

*Charlie J. Gillette, Jr.*  
CHARLIE J. GILLETTE, JR.

CJGJR/jhv

Enclosures

*Kathy*

*60 3/4*

*W98-26311*

FILED  
99 MAR -4 PM 3:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
99 NOV 19 AM 8:57  
DIVISION OF CORPORATIONS



*Charlie J. Gillette, Jr., P.A.*

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January 15, 1999

Ms. Sharon Davis  
Document Specialist Supervisor  
Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314


RE: Letter Number: 898A00055981  
Articles of Incorporation - SCOOP, INC.

Dear Ms. Davis:

Pursuant to your letter dated November 23, 1998, please find enclosed the original and one copy of the Articles of Incorporation for the newly formed corporation, **Scoop, Inc.** Also enclosed is a copy of your letter referencing the requested changes and new documents. Lastly, enclosed is our check number 748, in the amount of \$122.50 as and for the filing fee.

If you have any questions regarding the enclosures, please feel free to contact my office at the telephone number listed above. Thank you for your assistance and anticipated cooperation.

Sincerely,

  
CHARLIE J. GILLETTE, JR.  
CJGJR/kab

Enclosures



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February 25, 1999

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

**RE: SCOOP OF NORTH FLORIDA, INC.**

Dear Ms. Lewis:

Please find enclosed an original and one (1) copy of the articles of incorporation for the above referenced corporation. You have already received the filing fee.

If there are any questions or concerns please contact our office at the letterhead address or telephone number.

Sincerely,

A handwritten signature in cursive script that reads "Charlie J. Gillette, Jr.".

CHARLIE J. GILLETTE, JR.

CJGJR/sj

Enclosures



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

November 23, 1998

**CHARLIE J. GILLETTE, JR., P.A.**  
**603 NORTH MARKET STREET**  
**JACKSONVILLE, FL 32202**

**SUBJECT: PEARSON, INC.**  
**Ref. Number: W98000026311**

We have received your document for PEARSON, INC. and check(s) totaling \$122.50. However, your check(s) and document are being returned for the following:

The corporate fees are as follows:

**CORPORATIONS FILING FEES**

Profit and NonProfit  
Florida & Foreign Corp.

Filing Fees	\$35.00
Registered Agent Designation	\$35.00
Certified Copy	\$8.75
Certificate of Status	\$8.75

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call  
(850) 487-6924.

Sharon Davis  
Document Specialist Supervisor

Letter Number: 898A00055981

**ARTICLES OF INCORPORATION  
OF  
SCOOP OF NORTH FLORIDA, INC.**

FILED  
MAR - 4 PM 3:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I: NAME**

The name of the corporation is **SCOOP OF NORTH FLORIDA, INC.**

**ARTICLE II: PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business including a restaurant.

**ARTICLE III: PRINCIPAL OFFICE**

The street address of the principal office is 6715 Powers Avenue, Building #4, Jacksonville, Florida, 32209. The mailing address of **SCOOP OF NORTH FLORIDA, INC.**, is the same as the street address for the principal office.

**ARTICLE IV: INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 4327 Trenton Drive North, Jacksonville, Florida, 32209 and the name of the initial registered agent of this corporation at the address is Antoine Pearson.

**ARTICLE V: DURATION**

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are filed.

**ARTICLE VI: CAPITAL STOCK**

- (a) Authorized Shares. This corporation is authorized to issue five (500) hundred shares of stock all of which will be of the same class. The par value shall be \$1.00 per share.
- (b) Preemptive Rights. Shareholders shall have no preemptive rights.
- (c) Capital Stock. The capital of the corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus such amounts as, from time to time, resolution of the Board of Directors, may be transferred thereto.

(d) Voting. Each share of common stock shall have equal and full voting powers and rights, and the holders of record thereof shall be entitled to one vote for each share so held. At all meetings of shareholders a majority in number of shares entitled to vote at such meetings, present either in person or represented by proxy, shall constitute a quorum.

(e) Corporate Liquidation and Dissolution. In the event of voluntary liquidation, dissolution or winding up of the corporation, the holders of record of the common stock shall be entitled to receive distribution, ratable, of the remaining assets of the corporation.

(f) Cumulative Voting. Cumulative voting shall not be permitted.

(g) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as allowed by law.

(i) Transferability. The transferability of all issued and outstanding stock shall be governed by shareholder agreement.

#### **ARTICLE VII: DIRECTORS**

(a) Number. The corporation shall have one (1) director initially. The number of directors may be increased from time to time by bylaws adopted by the shareholders.

(b) Initial Board of Directors. The name and address of the directors, until the first annual meeting of the shareholders, is as follows:

Antoine Pearson	4327 Trenton Drive North Jacksonville, Florida 32209
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(c) Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

#### **ARTICLE VIII: BYLAWS**

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if

the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

#### ARTICLE IX: INCORPORATOR

The name and street address of the incorporator of this corporation is:

Antoine Pearson                      4327 Trenton Drive North  
Jacksonville, Florida 32209

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99 MAR -4 PM 3:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, I have made, signed and hereby acknowledge these

Articles of Incorporation this 5th day of February, 1999.

  
ANTOINE PEARSON

#### CERTIFICATE OF DESIGNATION

Registered Agent/Registered Office

Pursuant to the provisions of Section 607.0501 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 **SCOOP OF NORTH FLORIDA, INC.**
2. The name of the Registered Agent is *Antoine Pearson*. The street and mailing address of the Registered Office is 4327 Trenton Drive North, Jacksonville, Florida, 32209.


**HAVING BEEN NAMED**, as Registered Agent for this Corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.

DATED: This 5th day of February, 1999.

  
ANTOINE PEARSON, Registered Agent

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me on this 5<sup>th</sup> day of February, 1999, by **Antoine Pearson**.

  
Notary Public  
State of Florida at Large

My Commission expires: