



**GENERAL  
BUSINESS  
SERVICES®**

MICHAEL J. FAIRCLOUGH, FCA

Coco Plum Plaza, Suite 8 • 2845 North Military Trail  
West Palm Beach, Florida 33409  
(561) 471-8899 • FAX (561) 471-8878 • fgbn48a@prodigy.com

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR 18 AM 11:57

March 15, 1999

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, Florida 32301

**EFFECTIVE DATE**  
3-15-99

200002810452--7  
-03/18/99--01055--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**Re: A J Smith, Inc.**

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation, and the certificate designating resident agent with reference to the above captioned Corporation.

Also enclosed is a check made payable to the order of the Secretary of State in the amount of \$78.75 to cover the following:

Filing Fee	\$ 35.00
Certified Copy of Charter	\$ 8.75
Resident Agent Fee	<u>\$ 35.00</u>
Total	<u>\$ 78.75</u>

Please process this Corporation and return a certified copy of the Articles of Incorporation at your earliest convenience.

Thanking you in advance for your cooperation and attention in this matter.

Very truly yours,

*Michael J. Fairclough*

Michael J. Fairclough, F.C.A.

**B. BROWN** MAR 24 1999

**EFFECTIVE DATE**  
3-15-99

ARTICLES OF INCORPORATION

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The undersigned, as a proper person acting as the incorporator of a corporation under the laws of the state of FLORIDA, adopts the following articles of incorporation:

**FIRST** The name of the corporation is:  
A J Smith, Inc.

**SECOND** The Corporation shall have perpetual existence.

**THIRD** The purpose of the corporation is:

1. For the general purpose of acting as a manufacture's representative.

2. For the general purpose of investing in for profit in all kinds of real or personal property, including tangible and intangible, mixed or otherwise. To enter into other partnership agreements in the capacity of a general partner or limited partner, to become a member of a joint venture, or to participate in some form of syndication for investment.

3. To fabricate, assemble, buy, sell, and generally deal in goods and merchandise of every class and description, both real and personal.

4. To improve, buy, sell, exchange, mortgage, rent, lease, invest in, build, erect, equip, maintain, deal in and with, dispose of, manage, and operate real property, both improved and unimproved, and personal property of whatsoever nature or kind, by owner, agent, factor, or broker, and to erect dry walls, erect buildings, landscaping, lawn maintenance, and general construction.

5. To build, construct and alter houses, buildings, and structures of whatsoever kind or nature, and to develop real property generally, to loan money upon real and personal property and to take mortgages and bonds, and assignments of mortgages and bonds upon real and personal property of whatsoever nature or kind, and to borrow money thereon by mortgage or otherwise.

6. To transact any lawful business for which Corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on as in connection with an auxiliary foregoing business.

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foregoing or necessary or desirable in order to accomplish the foregoing business.

**FOURTH** The aggregate number of authorized shares is: One thousand (1,000) Shares. Such shares shall be of single class (Common Stock), and shall have a par value of One Dollar (\$1.00) per share.

**FIFTH** The Corporate existence shall begin effective March 15, 1999

**SIXTH** Cumulative voting of shares of stock is authorized.

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

**EIGHTH** Each stockholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of:

1. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

2. Any obligations that the Corporation may issue or sell which are convertible into or exchangeable for any stock of the Corporation of any class or classes or to which is pertinent any warrant or warrants or other investment or instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

**NINTH** Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the shareholders of the Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

**TENTH** Directors of this Corporation need not be residents of the State of Florida, unless otherwise provided in

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residents of the State of Florida, unless otherwise provided in the Articles or By-Laws of the Corporation.

The Shareholders of this Corporation shall have exclusive authority to fix the compensation of directors of this Corporation, unless otherwise provided in the Articles or By-Laws.

**ELEVENTH** Members of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

**TWELFTH** These Articles of Incorporation may be amended only by written consent of all the shareholders.

**THIRTEENTH** The address of the initial registered office of the corporation is 2845 N. Military Trail, Suite 8, West Palm Beach, FL 33409 and the name of its initial registered agent at such address is: Michael J. Fairclough.

**FOURTEENTH** Address of the principal place of business is 1691 Manor Avenue, West Palm Beach, FL 33409.

**FIFTEENTH** The number of directors constituting the initial board of directors of the corporation is one, and the name and address of the initial director until the first annual meeting of shareholders or until his successor is elected and shall qualify is:

Name	Address
<u>Andrew J. Smith</u>	<u>1691 Manor Avenue</u> <u>West Palm Beach, FL 33409.</u>
<u>Nancy L. Smith</u>	<u>1691 Manor Avenue</u> <u>West Palm Beach, FL 33409.</u>

**SIXTEENTH** The name and address of the incorporator is:

Name	Address
<u>Michael J. Fairclough</u>	<u>2845 N. Military Trail, #8,</u> <u>West Palm Beach, FL 33409</u>

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SEVENTEENTH I hereby execute these Articles of Incorporation for the purposes therein expressed this 15<sup>th</sup> day of March, 1999.

*M. J. Fairclough*

Michael J. Fairclough

State of Florida

County of Palm Beach

I HEREBY CERTIFY that on this 16 day of March 1999, Michael Fairclough personally appeared before me and he acknowledged before me that he executed the foregoing Articles of Incorporation for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the County and State aforesaid on the date first above written.

*Frances L. Strent*  
\_\_\_\_\_  
Notary Public, State of Florida  
My Commission Expires:



FRANCES L. STRENT  
COMMISSION # CC 695667  
EXPIRES NOV 28, 2001  
BONDED THRU  
ATLANTIC BONDING CO., INC.

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.

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In pursuance of chapter 48.091, Florida Statutes, the  
following is submitted, in compliance with said Act:

FIRST: That A J Smith, Inc. desiring to organize under the  
laws of the State of Florida with its principal office as  
indicated in the Articles of Incorporation in the City of West  
Palm Beach, Palm Beach County in the State of Florida, has named  
Michael J. Fairclough located at 2845 N. Military Trail, Suite 8,  
West Palm Beach, Florida, as its Agent to accept service of  
process for the Corporation within this state.

Having been named to accept service of process for the above  
stated Corporation, at the place designated in this Certificate,  
I hereby accept to act in this capacity, and agree to comply with  
the provisions of said Act relative to keeping open said office.

M. J. Fairclough  
Michael J. Fairclough FCA EA

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