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FITZSIMMONS & ASSOCIATES

2512 Abaco Avenue  
Coconut Grove, Florida 33133  
Telephone: (305)856-4181  
Telecopier: (305)854-2068  
e-mail: rvfpa@aol.com

March 22, 1999

Via Fedex AWB# 807034644489

Florida Department of State  
Division of Corporation  
409 East Gaines Street  
Tallahassee, Florida 32399

900002815269--3  
-03/23/99-01051-010  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: JB&D, Inc.

**EFFECTIVE DATE**  
3-17-99

Dear Sir or Madam:

Please find enclosed the initial Articles of Incorporation for the above referenced corporation, along with our check number 7078 in the amount of \$78.75 for the filing fees and a certificate of good standing. Please call if you have any questions. Thank you.

Very truly yours,



Robert V. Fitzsimmons

FILED  
99 MAR 23 AM 9:18  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

98C  
2/29

ARTICLES OF INCORPORATION

OF

JB&D, Inc.

FILED  
99 MAR 23 AM 9:18  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is JB&D, Inc. The corporation's initial principal place of business shall be 13815 N.W. 19th Avenue, Opa Locka, Florida 33054.

ARTICLE II

EFFECTIVE DATE  
3-17-99

Duration and Existence

This corporation shall exist perpetually. The existence of the corporation shall commence on the date of execution of these articles, if filed with the Florida Secretary of State within 5 days thereafter.

ARTICLE III

Nature of Business

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

ARTICLE IV

Mailing Address

The initial mailing address of the corporation is 13815 N.W. 19th Avenue, Opa Locka, Florida 33054.

## ARTICLE V

### Capital Stock

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock each having \$1.00 par value.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

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

## ARTICLE VI

### Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 2950 S.W. 27th Avenue, Coconut Grove, Florida 33133 and the name of the initial registered agent of this corporation is Robert V. Fitzsimmons at that address.

## ARTICLE VII

### Directors

(a) Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Director. The name and street address of the members of the first board of directors of the corporation is:

<u>Name</u>	<u>Street Address</u>
J.B. Jones, Sr.	13815 N.W. 19th Avenue, Opa Locka, Florida 33054
Daryl Jones	13815 N.W. 19th Avenue, Opa Locka, Florida 33054

(c) Compensation. The board of directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and condition upon shall be paid. Any director of the

corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

## ARTICLE VIII

### Indemnification

The Corporation shall indemnify to the full extent permitted under and in accordance with the laws of the State of Florida any person made or threatened to be made party to an action, suit or proceeding, whether criminal, civil, administrative or investigate, by reason of the fact that he, his heirs, executors and assigns is or was a director, officer, employee or agent of the Corporation or is or was serving, at the request of the Corporation, as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

## ARTICLE IX

### Bylaws

This 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 X

### Incorporator

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

Robert V. Fitzsimmons  
2512 Abaco Avenue  
Coconut Grove, Florida 33133

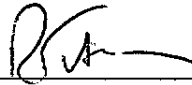
## ARTICLE XI

### Amendment

This corporation reserves the right to amend or repeal any provision contained in

these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

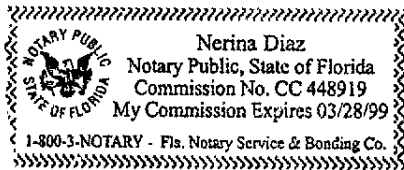
IN WITNESS WHEREOF, the incorporator has executed these Articles on March 17, 1999.



Robert V. Fitzsimmons

STATE OF FLORIDA     )  
                                  ) SS:  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me on this March 17, 1999 by Robert V. Fitzsimmons, who is personally known by me.



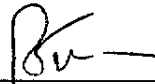
Notary Public, State of Florida

Nerina Diaz

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
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:

JB&D, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 13815 N.W. 19th Avenue, Opa Locka, Florida 33054 has designated Robert V. Fitzsimmons of 2950 S.W. 27th Avenue, Coconut Grove, Florida 33133 as resident agent to accept service of process within Florida.



Robert V. Fitzsimmons, Incorporator

Dated: 3/17/99

Having been named to accept service of process for the above stated 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 and complete performance of my duties.



Robert V. Fitzsimmons  
Registered Agent

Date: 3/17/99

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