

NORMAN FORTIER

NORMAN FORTIER
473 PENINSULA DRIVE
FORT PIERCE, FL 34946

Phone: 561-468-0022
Fax: 561-468-0274
Email: CONCO95@JUNO.COM

July 14, 1999

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

000002935150--9

-07/19/99--01111--001

*****87.50 *****87.50

*****87.50 *****87.50

Subject: Investments R Us, Inc.

Dear Sir/Madam:

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:
\$87.50 (Filing Fee, Certified Copy and Certificate of Status).

FROM:

Norman Fortier

Name (Printed or Typed)

473 Peninsula Drive

Address

Fort Pierce, Florida 34946

City, State & Zip

561-468-0022

Daytime Telephone Number

99 JUL 19 PM 5:40
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sincerely,



NORMAN FORTIER

D. BROWN JUL 26 1999

ARTICLES OF INCORPORATION

of

INVESTMENTS R US, INC.

FILED
99 JUL 19 PM 5:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I – CORPORATE NAME

The name of the corporation is: Investments R Us, Inc.

ARTICLE II – PRINCIPAL OFFICE

The address of the principal office of the Corporation is 473 Peninsula Drive, Fort Pierce, Florida 34946, and the mailing address of the Corporation is 473 Peninsula Drive, Fort Pierce, Florida 34946.

ARTICLE III – DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE IV – PURPOSE

The Corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE V – SHARES

The Corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value Common Stock, which shall be designated "Common Shares".

ARTICLE VI – INITIAL REGISTERED OFFICE AND AGENT

The name and Florida street address of the Initial Registered agent are:

Norman Fortier
473 Peninsula Drive
Fort Pierce, Florida 34946

ARTICLE VII – INITIAL BOARD OF DIRECTORS

This Corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time-to-time by the By-Laws, but shall never be less than one (1). The name(s) and address(es) of the initial director(s) of the Corporation are as follows:

Pauline Fortier, 473 Peninsula Drive, Fort Pierce, Florida 34946
Judith N. Kay, 113 NE Tunison Avenue, Port St. Lucie, Florida 34983

ARTICLE VIII – INCORPORATORS

The name(s) and address(es) of the person(s) signing these Articles of Incorporation are as follows:

Norman Fortier, 473 Peninsula Drive, Fort Pierce, Florida 34946

ARTICLE IX – RESTRICTIONS AGAINST VIOLATION OF S STATUS

The Corporation shall elect to be taxed as an S Corporation under the Internal Revenue Code.

The Corporation shall only authorize and issue one class of stock (voting or non-voting common).

No Stockholder shall do any act (including the sale or transfer of such Stockholder's stock), which shall contravene or revoke the Corporation's election to be taxed as an S Corporation.

ARTICLE X – INDEMNIFICATION

A. To the extent the law permits: the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is, or was a Director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was lawful.

B. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a Director,

Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or Settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

C. To the extent that a Director, Officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraphs (A) or (B) of this Article, or in defense of any claim, issue to matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

D. Any indemnification under paragraphs (A) or (B) of this section (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, Officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraphs (A) or (B). Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suite or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or 93) by the Shareholders.

E. Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in paragraph (d) of this Article upon receipt of an undertaking by or on behalf of the Director, Officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this section.

F. The indemnification provided by this section shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of Shareholders or disinterested Directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

G. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this section.

ARTICLE XI – PREEMPTIVE RIGHTS

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. 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 or other consideration; and

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other 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.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. A written waiver signed by the Shareholder may also waive this right.

ARTICLE XII – POWERS

As needed to pursue the corporate purposes, the following powers are hereby granted to the Corporation in addition to the powers granted by Florida law;

- (a) To sue, complain and defend in the Corporate name.
- (b) To adopt a Corporate Seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.
- (c) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.
- (d) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of the corporate property and assets.
- (e) To lend money and use its credit to assist corporate employees.
- (f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

(g) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as it may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of the Corporation's property and income.

(h) To lend money for any corporate purpose, invest and reinvest its funds, and take and hold the payment of funds so loaned or invested.

(i) To conduct its business, carry on its operations and have office and exercise the powers granted herein, within or without this state.

(j) To make donations for the public welfare or for charitable, scientific or educational purposes.

(k) To transact any lawful business.

(l) To pay pensions and establish pension plans, pension trust, profit sharing plans, stock option plans and other incentive plans for any or all of its Directors, Officers and employees.

ARTICLE XIII – BY LAWS CLAUSE

The power to adopt, alter, amend and repeal the bylaws shall be vested in the Board of Directors, but all alternations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

ARTICLE XIV – SHARE TRANSFER RESTRICTIONS

Shares of the Corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors:

<u>Shareholder</u>	<u>Number of Shares</u>
Pauline Fortier	35
Norman Fortier	15
Judith N. Kay	35
Frederick A. Hockett	15

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.

ARTICLE XV - CUMULATIVE VOTING

All Shareholders or a voting group of Shareholder designated in the Bylaws are entitled to cumulate their votes for Directors, in accordance with Section 607.0729, Florida Statutes, as amended from time-to-time.

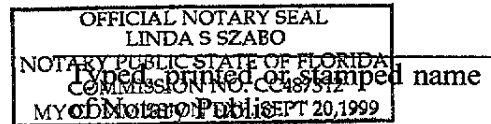
IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 15th day of July, 1999.

Pauline Fortier
Pauline Fortier
Norman Fortier
Norman Fortier

STATE OF FLORIDA
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me this 15 day of July, 1999 by Norman Fortier who is personally known to me or who has produced RDL F636-630-43- as identification and who did take an oath.
016-0

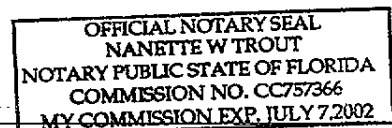
Linda S. Szabo
Signature of Notary Public



STATE OF FLORIDA
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me this 15th day of July, 1999 by Pauline Fortier who is personally known to me or who has produced FLDR F63667245 as identification and who did take an oath.
9280 x 99

Nanette W. Trout
Signature of Notary Public



Typed, printed or stamped name
of Notary Public

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.

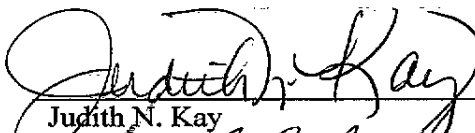
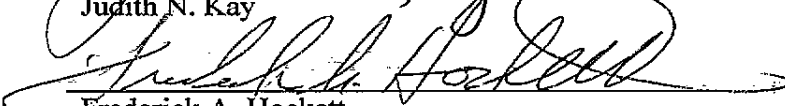


Signature/Registered Agent

7-14-99

Date

FILED
JUL 19 PM 5:40
TALLAHASSEE, FLORIDA


Judith N. Kay

Frederick A. Hockett

STATE OF FLORIDA
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me this 15 day of July, 1999 by Frederick A. Hockett who is ~~personally known to me~~ or who has produced PLDLH230-241-48-28 as identification and who did take an oath.


Signature of Notary Public



Michele Sanders
MY COMMISSION # CC678871 EXPIRES
September 9, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

Michele Sanders
Typed, printed or stamped name
of Notary Public

STATE OF FLORIDA
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me this ¹⁴15 day of JULY, 1999 by JUDITH KAY who is personally known to me or who has produced K-000-434-52-586 as identification and who did take an oath.


Signature of Notary Public

RUTH B. WOODWELL
Typed, printed or stamped name
of Notary Public

