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STEVEN FRISCHER  
ATTORNEY AT LAW  
SUITE 24  
600 RED RIVER  
South Miami, Florida 33143  
TELEPHONE (305) 662-2615

August 19, 1999

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

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-08/24/99--01015--002  
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Re: EDWARD JAMES AND COMPANY

Gentlemen:

Enclosed you will find an original and one copy of the Articles of Incorporation of EDWARD JAMES AND COMPANY for filing by the Department of State in accordance with the Florida General Corporation Act.

You will also find enclosed a check payable to the Department of State in the amount of \$ 70.35 to cover the following:

Filing fee for Articles:	\$ 35.00
Registered Agent fee	35.00
Tax on authorized shares:	.35
TOTAL:	\$ 70.35

Please stamp the extra copy and return to the address indicated above. I do not need a certified copy at this time.

Thanks for your cooperation in this matter. Should you have any questions or if there are any problems with this filing please let me know.

Very truly yours,

*Steven Frischer*  
STEVEN FRISCHER

SF:sh

FILED  
99 AUG 24 AM 8:55  
SECRETARY OF STATE  
TALLAHASSEE FL 32304

CB  
8-27-99  
6

ARTICLES OF INCORPORATION  
OF  
EDWARD JAMES AND COMPANY

FILED  
99 AUG 24 AM 8:55  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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

FIRST: The name of the corporation is: EDWARD JAMES AND COMPANY.

SECOND: The corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

THIRD: The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 100 shares, having a ONE DOLLAR (\$1.00) par value each.

All of the aforementioned stock is to be issued as fully paid for and is exempt from assessment.

The capital stock may be paid for in property, labor, or services at a just valuation, to be fixed by the incorporator, or by the board of directors at a meeting called for such purpose, or at the organization meeting.

Property, labor, or services may also be purchased or paid for with the capital stock at a just valuation of said property, to be fixed by the directors of the company.

Stock in other corporations or going businesses may be purchased by the corporation in return for the issuance of the capital stock, and said purchase shall be on such basis and for such consideration and the issuance of so much of the capital stock as the directors of the company may decide.

FOURTH: The amount of capital with which the corporation may begin business will not be less than FIVE HUNDRED DOLLARS (\$500.00).

FIFTH: The corporation shall have perpetual existence.

SIXTH: The address of the corporation's initial registered office and the name of the initial registered agent at such address is as follows:

<u>Registered Agent</u>	<u>Corporate Mailing Address</u>
STEVEN FRISCHER, ESQ. 7600 Red Road Suite 224 So. Miami, FL 33143	9999 SW 72 Street Suite 106 Miami, FL 33173

SEVENTH: The number of directors constituting the initial board of directors is two (2).

EIGHTH: The names and post office address of the President, Vice-President, Secretary/Treasurer, and the names of the first board of directors, who, subject to the provisions of these Articles of Incorporation and of the corporation's by-laws, shall hold office for the first year of the corporation's existence, or until their successors are elected and shall have qualified, are the following:

DIRECTOR AND PRESIDENT:

EDWARD LEE

9999 SW 72 Street  
Suite 106  
Miami, FL 33173

**DIRECTOR, VICE-PRESIDENT  
AND SECRETARY/TREASURER:**

JAMES KITCHENS  
SAME ADDRESS

NINTH: The name and post office address of the  
incorporator is:

EDWARD LEE  
9999 SW 72 ST., Suite 106  
Miami, FL 33173

TENTH: In furtherance and not in limitation of the  
powers conferred by the laws of the State of Florida, the  
board of directors is hereby especially authorized:

- a. To make and alter the by-laws at pleasure.
- b. To fix the amount to be reserved as working  
capital and to authorize and cause to be executed  
mortgages and liens upon the property and fran-  
chises of this corporation.

ELEVENTH: Cumulative voting may be permitted by the  
terms of the by-laws.

TWELFTH: The Corporation shall indemnify to the full  
extent permitted by law any person who is made, or  
threatened to be made, a party to any action, suit or  
proceeding (whether civil, criminal, administrative or  
investigative) by reason of the fact that he or she is or  
was a Director, Officer, employee or agent of the  
Corporation or serves or served any other enterprise at the  
request of the Corporation.

IN WITNESS WHEREOF, the parties hereto have set their hands and seals this 19 day of August, 1999.

*Edward Lee*

EDWARD LEE  
Incorporator

STATE OF FLORIDA )

) SS:

COUNTY OF MIAMI-DADE )

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared EDWARD LEE, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation and he ~~did~~ (did not) take an Oath. *Ex driver's license*

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 19 day of August, 1999.

*Steven L. Frischer*

NOTARY PUBLIC

State of Florida at Large

My commission expires:



Steven L. Frischer  
MY COMMISSION # CC641776 EXPIRES  
August 5, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

W I T N E S S E T H :

THAT EDWARD JAMES AND COMPANY, desiring to organize under the Laws of the State of Florida, which will have its principal office in Miami, Florida, has named STEVEN FRISCHER, whose address is: 7600 Red Road, Suite 224, South Miami, FL 33143, as its agent to accept service of process within this State.

A C K N O W L E D G M E N T:

Having been named by the incorporator of EDWARD JAMES AND COMPANY, to accept service of process for the Corporation, at the place designated in this Certificate, I hereby agree to serve as the Registered Agent for the Corporation, and agree to comply with the applicable provisions of the Florida Statutes.

Dated this 19 day of August, 1999.

  
\_\_\_\_\_  
STEVEN FRISCHER  
Registered Agent

**FILED**  
1999 AUG 24 AM 8:55  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA