



ARTICLES OF INCORPORATION  
OF  
KRISJOE CORPORATION

FILED  
99 NOV -8 AM 9:56  
TALLAHASSEE, FLORIDA

The undersigned persons, acting as incorporators of a corporation organized under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I  
CORPORATE NAME

The name of this corporation is Krisjoe Corporation.

ARTICLE II  
INITIAL PRINCIPAL OFFICE

The mailing address of the corporation's initial principal office is:

815 NE 153 Terrace  
Miami, Florida 33162

ARTICLE III  
SHARES

The total number of shares which the corporation shall have authority to issue is 500 shares with no par value

ARTICLE IV  
PURPOSE

The purpose of the corporation is to engage in any lawful activity permitted by the laws of the State of Florida.

ARTICLE V  
DIRECTORS

The persons constituting the initial Board of Directors are Alberto R. Eusebio, Lydia R. Eusebio, Kristine J. Eusebio, and Joel A. Eusebio. After the initial Board of Directors,

the Board shall consist of such number of directors as shall be determined by the shareholders at their Annual Meeting at which time the Directors are appointed &/or elected.

## ARTICLE VI LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for:

1. breaches of the duty of loyalty,
2. acts or omissions not in good faith of which involve intentional misconduct or a knowing violation of law,
3. declaration of unlawful dividends or unlawful stock repurchases or redemptions,
4. a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

## ARTICLE VII OTHER PROVISIONS

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer Restriction. No Shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in

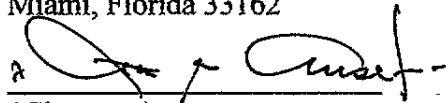
writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only with thirty (30) days from and after the date on which the corporation declines to exercise its option.

Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or Vice-president and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or the Vice-president. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer or agent that is specifically designated by resolution of the Board of Directors.

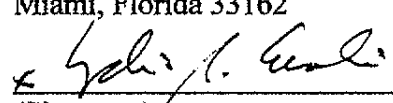
#### ARTICLE VIII INCORPORATORS

The following persons are the original incorporators:

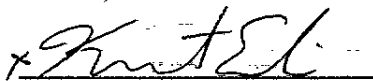
Alberto R. Eusebio  
815 NE 153rd Terrace  
Miami, Florida 33162

  
(Signature)

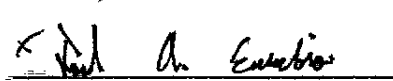
Lydia R. Eusebio  
815 NE 153rd Terrace  
Miami, Florida 33162

  
(Signature)

Kristine J. Eusebio  
815 NE 153rd Terrace  
Miami, Florida 33162

  
(Signature)

Joel A. Eusebio  
815 NE 153rd Terrace  
Miami, Florida 33162

  
(Signature)

CERTIFICATION: I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.

STATE OF FLORIDA  
COUNTY OF MIAMI DADE

BEFORE ME, A Notary Public, appeared the incorporators, Alberto R. Eusebio, Lydia R. Eusebio, Kristine J. Eusebio and Joel A. Eusebio, whom to me are personally known to be said persons, and they voluntarily and freely signed the foregoing instrument this \_\_\_\_\_ day of \_\_\_\_\_, 1999.

\_\_\_\_\_  
My commission expires:  
Michael B. Lewis

ARTICLE IX  
NAME AND ADDRESS OF INITIAL CORPORATE OFFICE

The name and mailing address of this Corporation is:

Krisjoe Corporation  
815 NE 153rd Terrace  
Miami, Florida 33162

ARTICLE X  
OFFICERS AND DIRECTORS

The incorporators shall act as the officers and directors of this corporation.

The initial officers who shall hold office the first year of the corporations existence or until their successors are elected are:

Alberto R. Eusebio,	President
Lydia R. Eusebio	Director
Kristine J. Eusebio	Director
Joel A. Eusebio	Director

ARTICLE XI  
DESIGNATION OF RESIDENT AGENT  
& REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the corporation, Krisjoe Corporation, submits the following statement in designating the Registered Agent.

The name of the corporation is Krisjoe Corporation.

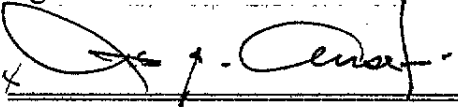
The address of the corporation is 815 NE 153rd Terrace, Miami, Florida 33162.

The name of the Registered Agent is Alberto R. Eusebio.

The address of the Registered Agent is 815 NE 153rd Terrace, Miami, Florida 33162.

ARTICLE XII  
STATEMENT OF REGISTERED AGENT

Having been named to accept service of process for Krisjoe Corporation, at the place designated in the certificate, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as the Registered Resident Agent as stated in Section 607.325 of the Florida Statutes.



Signature

Date

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99 NOV -8 AM 9:56  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF MIAMI DADE

BEFORE ME, A NOTARY PUBLIC, appeared Alberto R. Eusebio, whom to me is personally known, and he swore to the forthrightness of the documentation and accepted the office of Registered Agent for Krisjoe Corporation, Inc. this \_\_\_\_ day of \_\_\_\_\_, 1999.

\_\_\_\_\_  
My commission expires:

Michael B. Lewis  
Notary Public  
State of Florida