

PO00000 27394

TRANSMITTAL LETTER

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

SUBJECT: BANDRAGS INC.  
(Proposed corporate name - must include suffix)

000003174770--2  
-03/17/00--01082--018  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee  
& Certificate of Status

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: Thad Thompson  
Name (Printed or typed)

15 South Orange Ave.  
Address

Orlando FL 32801  
City, State & Zip

(407) 422-5900  
Daytime Telephone number

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 MAR 17 PM 2:24

APPROVED  
AND  
FILED

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

00 MAR 17 PM 2:19

RECEIVED

NOTE: Please provide the original and one copy of the articles.

T. SMITH MAR 17 2000

ARTICLES OF INCORPORATION

OF

BandRags, Inc.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation are to be determined in accordance with the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be BandRags, Inc.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The principal place of business, and mailing address of this corporation shall be: 15 S. Orange Avenue, Orlando, Florida 32801

ARTICLE IV

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, and as fully and to the same extent as natural persons might do:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

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.

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 MAR 17 PM 2:21

APPROVED  
AND  
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To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute S607.0833;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and other use and deal in and with,

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this Act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any an all-lawful business, which the board of directors shall find, will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus option plans and other incentive plans for any or all of its directors, officers, and employees for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise;

To have and exercise all powers necessary or convenient to effect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute S607.0850.

## ARTICLE V

The aggregate number of shares which this corporation shall have authority to issue is the total sum of one million shares, having an individual par value of \$0.001.

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

Common stock belonging to any stockholder shall not be offered for sale to any person or business until it has first been offered for sale to stockholders already holding stock for a period of thirty (30) calendar days.

#### ARTICLE VI

The name and street address of the initial Registered Agent of this corporation shall be:

Thad Thompson  
15 S. Orange Avenue  
Orlando Florida 32801

#### ARTICLE VII

The initial board of Directors shall consist if a total of three(3) person(s) and the name and address of the person(s) who are to serve as an initial director(s) is:

Pres/Dir

Thad Thompson 15 S. Orange Avenue, Orlando, Florida 32801

Vise President

Dan Tremonti 15 S. Orange Avenue, Orlando, Florida 32801

Sec/Tres

Jeff Cameron 15 S. Orange Avenue, Orlando, Florida 32801

#### ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is:

Thad Thompson  
15 S. Orange Avenue  
Orlando, Florida 32801.

The undersigned has executed these Articles of Incorporation

this 17 day of March, 2000.



Thad Thompson, Incorporator

**CERTIFICATE OF DESIGNATION**

**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submit the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

BandRags, Inc.

2. The name and address of the registered agent and office is:

Thad Thompson

15 S. Orange Avenue

Orlando, Florida 32801

County of Orange

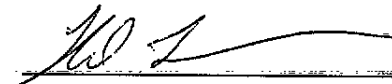
Signature: 

Title: Incorporator

Date: 3/17/00

APPROVED  
AND  
FILED  
00 MAR 17 PM 2:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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: 

Date: 3/17/00