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FILED  
06/23/04 10:57  
TALLAHASSEE, FLORIDA

46/73/04

Law Office of  
**David B. McEwen, P.A.**

Bayview Tower  
100 First Avenue South, Suite 340  
St. Petersburg, FL 33701

(727) 896-1600  
Fax (727) 894-4444  
E-mail: dbmcewen@tampabay.rr.com  
Or dbmcpao@justice.com

June 18, 2004

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

Re: Eagle Labs, Incorporated

Gentlemen:

Enclosed please find the Articles of Incorporation with reference to the above corporation, in duplicate, together with a check in the amount of \$78.75 to cover the following fees:

Minimum Charter Tax	\$ 0.00
Filing Fee	35.00
Certified Copy	8.75
Registered Agent Fee	<u>35.00</u>
<b>TOTAL:</b>	<b>\$ 78.75</b>

Please file the original Articles and return to me a certified copy of same. Thank you.

Sincerely,



David B. McEwen

DBM:kc  
Enclosures (2)  
cc: Mr. Mike Haulsee (enclosure)  
*C:\My Documents\Client Files\Eagle Labs\secy-state-ltr.wpd*

**FILED**

**Articles of Incorporation of**

04 JUN 23 AM 10:57

**Eagle Labs, Incorporated**

TALLAHASSEE, FLORIDA

**A Florida General Corporation**

**ARTICLE 1. NAME.** The name of this corporation is the Eagle Labs, Incorporated.

**ARTICLE 2. ENABLING LAW.** This corporation is organized pursuant to the Florida General Corporation Act of the State of Florida, as set forth in the Florida Statutes.

**ARTICLE 3. PURPOSE.** The Corporation is organized in order to engage in any lawful purpose or purposes, allowed under the laws of the United States of America or the State of Florida.

**ARTICLE 4. TERM.** This Corporation shall have a perpetual existence.

**ARTICLE 5. CAPITAL STOCK.** The corporation is authorized to issue 7,500 shares of capital stock, all of one class, at \$1.00 par value.

**ARTICLE 6. INCORPORATOR.** The name and address of the Incorporator signing these Articles of Incorporation is:

David B. McEwen, Esquire  
David B. McEwen, P.A.  
100 First Avenue South, Suite 340  
St. Petersburg, Florida 33701

**ARTICLE 7. BOARD OF DIRECTORS.** The corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by an amendment of the Bylaws duly adopted in the manner provided by law, but that number shall never be less than one (1). Directors shall be elected annually by majority vote of the shareholders. The name and address of the initial directors are:

Michael S. Haulsee, 2900 Pelham Road North, St. Petersburg FL 33710-2850  
Anthony L. Wolfenbarger, 3093 Regal Oaks Blvd., Palm Harbor FL 34684

**ARTICLE 8. INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT.** The address of this Corporation's initial principal office in the State of Florida is 3093 Regal Oaks Boulevard, Palm Harbor, Florida 34684-1612.

The name of this Corporation's initial registered agent is David B. McEwen, Esquire, at David B. McEwen, P.A., 100 First Avenue South, Suite 340, St. Petersburg, Florida

33701.


**ARTICLE 9. PRINCIPAL OFFICE.** The corporation's principal office and mailing address are as follows:

3093 Regal Oaks Boulevard, Palm Harbor, Florida 34684-1612

**ARTICLE 10. BYLAWS.** Bylaws will be hereinafter adopted by the Board of Directors. Such Bylaws may be amended or repealed, in whole or in part, in the manner provided therein. Any amendments to the Bylaws shall be binding on all shareholders.

**ARTICLE 11. AMENDMENT TO ARTICLES.** The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE 12. PREEMPTIVE RIGHTS.** Each shareholder of the corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in the corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares held by such shareholder at the time of the stock issue or sale bears to the total number of shares outstanding exclusive of treasury shares as nearly as may be done without the issuance of fractional shares. This preemptive right shall be deemed waived by any shareholder who fails to pay for the appropriate number of shares preempted within thirty (30) days after a written notice is received by such shareholder inviting the shareholder to exercise his preemptive rights. Such notice shall include the price, terms, and other conditions of the proposed stock issue or sale. This preemptive right may also be waived by an affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days after receipt of the above-described notice.

  
\_\_\_\_\_  
DAVID B. McEWEN, Incorporator

STATE OF FLORIDA )  
COUNTY OF PINELLAS )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take acknowledgments in the State and County above, personally appeared DAVID B. McEWEN, to me well known to be the person described in and who executed the foregoing instrument

and he acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal in the State and County named above this 17<sup>th</sup> day of June, 2004.

My Commission Expires:

*Marsha Kim Curry*

NOTARY PUBLIC

Printed name: MARSHA KIM CURRY

Commission # DD 128478



Marsha Kim Curry  
Commission # DD128478  
Expires Aug. 1, 2006  
Bonded Thru  
Atlantic Bonding Co., Inc.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

The following is submitted in compliance with §§48.091, 607.0202, 607.0501, 607.0502 and 607.0505, of the Florida Statutes:

Eagle Labs, Incorporated, desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation at the City of St. Petersburg, County of Pinellas, State of Florida, has named David B. McEwen, Esquire, located at David B. McEwen, P.A., 100 First Avenue South, Suite 340, St. Petersburg, Florida, as its agent to accept service of process within this state.

**ACCEPTANCE:**

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, I hereby accept the appointment to act in this capacity and agree to comply with Florida law relative to keeping said office open.

*David B. McEwen*

DAVID B. McEWEN  
Registered Agent

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