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## FLORIDA PROFIT CORPORATION OR P.A.

05, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	06
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION  
OF  
05, INC.

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The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607, Florida Statutes, do hereby adopt the following Articles of Incorporation:

**ARTICLE 1 - NAME**

The name of the corporation is 05, Inc.

**ARTICLE 2 - CORPORATE COMMENCEMENT AND DURATION**

The corporation shall have perpetual existence commencing on the date of execution of these Articles of Incorporation by the incorporator(s).

**ARTICLE 3 - PURPOSE**

This corporation is organized to transact any and all lawful business for which corporations may be incorporated.

**ARTICLE 4 - CAPITAL STOCK**

This corporation is authorized to issue 1000 shares of \$.01 par value common stock.

**ARTICLE 5 - REGISTERED OFFICE AND AGENT**

That the name of the corporation's initial registered agent is DEAN W. BIRCH, and the initial street address of the corporation's registered agent is 620 TWIGGS ST., TAMPA, FL 33602.

**ARTICLE 6 - INITIAL DIRECTORS**

The number of directors constituting the initial Board of Directors of the corporation is TWO (2) The number of directors shall be fixed by the Bylaws of this corporation and may be changed from time to time, but shall never be less than ONE (1). The name and address of each person who is to serve as a member of the initial Board of Directors is:

<u>NAME:</u>	<u>ADDRESS:</u>
MITCH KESSLER	14620 N. NEBRASKA AVENUE BLDG. D TAMPA FL 33613

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MIRIAM ZIMMS

14620 N. NEBRASKA AVENUE  
BLDG. D  
TAMPA FL 33613

The directors shall be elected by a plurality of the votes cast by the shares entitled to vote in the election at which a quorum is present.

**ARTICLE 7 - INITIAL OFFICERS**

The initial officers of the corporation are as follows:

<u>NAME:</u>	<u>OFFICE:</u>	<u>ADDRESS:</u>
MITCH KESSLER	President/Treasurer	14620 N. NEBRASKA AVENUE BLDG. D TAMPA FL 33613
MIRIAM ZIMMS	Vice President/Secretary	14620 N. NEBRASKA AVENUE BLDG. D TAMPA FL 33613

**ARTICLE 8 - PRINCIPAL OFFICE**

The principal office of the corporation, for the time being and until changed, is 14620 N. NEBRASKA AVENUE, BLDG. D, TAMPA FL 33613.

**ARTICLE 9 - INCORPORATOR(S)**

The name and address of each incorporator is:

<u>NAME:</u>	<u>ADDRESS:</u>
DEAN W. BIRCH	620 Twiggs St. Tampa, FL 33602

**ARTICLE 10 - SHAREHOLDER QUORUM AND VOTING**

The presence, at any shareholders meeting, in person or by proxy, of persons entitled to vote a majority of the shares of the corporation then issued and outstanding shall constitute a quorum for the transaction of business. If a quorum is present, action on a matter shall be deemed approved if the votes cast in favor of the action exceed the votes cast in opposition to the action, unless otherwise required in the Articles of Incorporation. Except as may be otherwise provided in these Articles of Incorporation or by F.S. §607.0721,

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each outstanding share of stock is entitled to one (1) vote on each matter submitted to the shareholders for a vote.

To the extent any shares of stock are owned by more than one person as joint tenants with rights of survivorship, or as tenants by the entirety, any vote of such shares shall require the unanimous consent of all owners of such shares in order to constitute a vote of those shares, failing which those shares shall be deemed to have deadlocked on that vote and will not constitute a vote on the matter presented to the shareholders.

#### **ARTICLE 11 - BOARD OF DIRECTORS QUORUM AND VOTING**

A majority of the authorized number of directors shall constitute a quorum of the Board of Directors for the transaction of business. The affirmative vote of a majority of the directors present at a meeting at which a quorum is present is required to constitute any act or decision of the Board of Directors.

#### **ARTICLE 12 - RIGHT TO REDEEM**

The corporation has the right to redeem its shares at the price, and subject to the terms and conditions, contained in any stock purchase agreement entered into by the corporation.

#### **ARTICLE 13 - COMPENSATION OF OFFICERS**

The Board of Directors shall have the authority to determine and set the compensation of all of the officers of the corporation, including the salaries of those officers who are also members of the Board of Directors, and no director shall be disqualified from voting on such compensation by virtue of also being an officer of the corporation.

#### **ARTICLE 14 - ARBITRATION OF SHAREHOLDER DEADLOCK**

Pursuant to Section 607.0732, Florida Statutes, the shares of stock in this corporation shall be subject to the following agreement regarding a voting deadlock between the shareholders:

(a) In the event of any deadlock between the shareholders (or between shareholders which own any stock as joint tenants or as tenants by the entirety), regarding any matter submitted to a vote of the shareholders of this corporation, and such deadlock is not resolved between the shareholders within ten (10) calendar days of the first vote on such matter, then the shareholders shall, within five (5) calendar days thereafter, submit such dispute to binding arbitration before one (1) independent arbitrator who is an arbitrator with

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the American Arbitration Association (AAA), and the Commercial Arbitration Rules of that association shall apply, except as otherwise modified herein. The arbitrator shall have the power and authority to resolve that matter by making a decision on the matter submitted to arbitration, and the arbitrator shall have the authority to exercise the corporate powers necessary to enforce such decision. The decision of the arbitrator shall be and constitute the decision of the shareholders on the matter which is the subject of arbitration, and shall have the effect of a vote by all shareholders at a duly called and convened meeting of the shareholders, and may be described as such in any document.

(b) An arbitration shall be commenced via a demand for arbitration sent to the other shareholders and the AAA. Any shareholder may file the demand for arbitration. Such demand for arbitration shall be on a form provided for such by the AAA, shall include a copy of this article, and shall state the matter submitted to the shareholders for a vote which has resulted in a deadlock. Any shareholder may bring a legal action to compel arbitration pursuant to this provision.

(c) The arbitrator shall be chosen by the written agreement of all of the shareholders. In the event the shareholders are not able to agree upon an arbitrator, in writing, within five (5) working days after the matter has been submitted to arbitration via a demand for arbitration, then the President of the corporation shall immediately obtain a list of the names of ten (10) AAA commercial arbitrators from the closest office of the AAA (which list shall exclude the names of any arbitrators previously nominated by any shareholder), and each shareholder shall thereafter rank those arbitrators (in writing) in order of preference and submit that list to the corporation's President within three (3) working days after receipt of that list of arbitrators from the President. The arbitrator with the highest average placement on the preference lists submitted by the shareholders shall be selected as the arbitrator for this arbitration. In the event one or more arbitrators have an identical average placement on those lists, such tie shall be broken by the selection, by the closest local AAA office, of one of the arbitrators with the highest average placement.

(d) The arbitration hearing and all other arbitration proceedings shall be held exclusively in Hillsborough County, Florida, or at the closest office of the AAA if the arbitrator cannot attend the hearing in Hillsborough County.

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(e) Each shareholder shall pay their own attorneys fees in connection with the arbitration, except as otherwise expressly provided in this article or Florida law. All of the other fees and costs of the arbitration, including without limitation the arbitrators fee, shall be split evenly between all of the shareholders and shall be paid immediately upon invoice.

(f) In deciding the matter, the arbitrator shall make his or her decision regarding the matter submitted to the shareholders based upon the following: The arbitrator shall make his or her decision: (a) in good faith; (b) with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and (c) in a manner he or she reasonably believes to be in the best interests of the corporation and the shareholders. In making that decision, the arbitrator shall be entitled to rely on: (a) information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by one or more officers or employees of the corporation whom the arbitrator reasonably believes to be reliable and competent in the matters presented; and/or (b) legal counsel, public accountants, or other persons as to matters the arbitrator reasonably believes are within the persons' professional or expert competence. The arbitrator may consider such factors as the arbitrator reasonably deems relevant, including the long-term prospects and interests of the corporation and its shareholders.

(g) No later than fifteen (15) calendar days after the appointment of an arbitrator, the shareholders will all exchange detailed statements setting forth the facts supporting their position on the matter submitted to a vote of the shareholders, a copy of all exhibits they intend to give to the arbitrator, and a list of witnesses together with a summary of their testimony. Except as specifically provided below, under no circumstances will the use of interrogatories, requests for admission, requests for the production of documents or the taking of depositions be permitted. However, in the event of the designation of any expert witness(es), the following will occur: (a) all information and documents relied upon by the expert witness(es) will be delivered to the other shareholders within the above fifteen (15) day period; (b) the other shareholders will be permitted to depose the expert witness(es), (c) the other shareholders will be permitted to designate rebuttal expert witness(es); and (d) the arbitration hearing will be continued to the earliest possible date that enables the foregoing limited discovery to be accomplished.

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(h) Except as otherwise provided herein, or as otherwise decided by the arbitrator (who shall keep continuances to a minimum), the arbitration hearing shall be held within thirty (30) days after the appointment of an arbitrator.

(i) All arbitration proceedings, including testimony or evidence at hearings, will be kept confidential by all persons involved therein. Any decision and/or ruling by the arbitrator may be confirmed as a judgment or order of any court of competent jurisdiction in Hillsborough County, Florida, and may be enforced by that court. It is the intent of this article that any such court proceeding shall be accelerated on the court's calendar to the extent agreeable to the court. If any shareholder brings any legal action for judicial relief with respect to any such matter (other than those specifically allowed herein), the shareholder bringing such action will be liable for and immediately pay all of the other shareholder's costs and expenses (including attorneys' fees) incurred to stay or dismiss such action and remove or refer such matter to arbitration. The right to have such deadlock matter arbitrated shall not be deemed waived by any action or inaction by any shareholder.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporator(s) of this corporation, have executed these Articles of Incorporation on this 7th day of January, 2005.

*Dean W. Birch*

DEAN W. BIRCH - INCORPORATOR

**REGISTERED AGENT ACCEPTANCE**

I, the undersigned, hereby acknowledge that I am familiar with and accept the duties, obligations and responsibilities as registered agent for this corporation.

*Dean W. Birch*

DEAN W. BIRCH - REGISTERED AGENT

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