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PRESTICE HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 101226 7116417

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : September 27, 1996

ORDER TIME : 11:36 AM

ORDER NO. : 101226

CUSTOMER NO: 7116417

CUSTOMER: Mr. Mike Giordano
MONROE & GIORDANO

#140
777 South Harbour Island
Tampa, FL 33602

600001959118
-09/27/96--01048--005
***#122.50 ***#122.50

DOMESTIC FILING

NAME: AVANTI HOLDINGS, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail Williams

EXAMINER'S INITIALS:

RECEIVED
96 SEP 27 PM 1:09
DIVISION OF CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 27 PM 3:21

**ARTICLES OF INCORPORATION
OF
AVANTI HOLDINGS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 27 PM 3:21

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the state of Florida.

ARTICLE I

NAME

The name of this corporation shall be:

AVANTI HOLDINGS, INC.

ARTICLE II

Principal Office Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

**17 Bahama Circle
Tampa, Florida 33606**

ARTICLE III

Business and Purposes

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such act.

ARTICLE IV

Capital Stock

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 7,000 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE V

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE VI

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 17 Bahama Circle, Tampa, Florida 33606, and this initial registered agent of this corporation at such office shall be Michael B. Giordano. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VII

Initial Board of Directors

The initial Board of Directors of this corporation shall consist of one member, such member to hold office until their successors have been duly elected and qualify. The name and street address of the initial director is:

<u>Name</u>	<u>Address</u>
Michael B. Giordano	17 Bahama Circle Tampa, Florida 33606

ARTICLE VIII

Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Michael B. Giordano	17 Bahama Circle Tampa, Florida 33606

ARTICLE IX

By-Laws

(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by the Board of Directors.

(b) The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE X

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.


Michael B. Giordano

**AVANTI HOLDINGS, INC.
ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 27 PM 3:21

The undersigned, Michael B. Giordano, having been named as registered agent accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 25th day of September, 1996.


Michael B. Giordano