

CORPORATE  
ACCESS,  
INC.

236 East 6th Avenue . Tallahassee, Florida 32303

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1.) Corsino & Bauder, Inc.  
(CORPORATE NAME & DOCUMENT #)

EFFECTIVE DATE

2.) 1-5-2000  
(CORPORATE NAME & DOCUMENT #)

3.) 800003090038--7  
(CORPORATE NAME & DOCUMENT #)

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5.)   
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SPECIAL INSTRUCTIONS

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**EFFECTIVE DATE**  
1-5-2000

**ARTICLES OF INCORPORATION**  
**OF**  
**COUSINO & BAUDER, INC.**

**APPROVED  
AND  
FILED**  
00 JAN -6 AM 10:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the *Florida Statutes*, hereinafter referred to as the Corporation, hereby agrees to the following:

**ARTICLE I**  
**Name and Address**

The name of the Corporation shall be **COUSINO & BAUDER, INC.** and its mailing address is 10391 54<sup>th</sup> Avenue North, Seminole, FL 33708.

**ARTICLE II**  
**Purpose and Powers**

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

**ARTICLE III**  
**Term of Existence**

The Corporation shall have perpetual existence. Corporate existence shall commence on January 5, 2000, the date of execution and acknowledgment of these Articles of Incorporation, provided that these Articles of Incorporation are filed with the State of Florida Department of State within five (5) business days of such date. Otherwise, corporate existence shall commence on the date of filing of these Articles of Incorporation.

**ARTICLE IV**  
**Capital Stock**

The authorized capital stock of the Corporation shall be 100 shares of common stock having a par value of \$.01 per share.

**ARTICLE V**  
**Preemptive Rights Granted**

Each shareholder of the Corporation shall have the first right to purchase shares of the Corporation or securities convertible into such shares of the same class, kind or series as that which the shareholder already holds that may from time to time issued (whether or not presently authorized), including shares from the treasury of the Corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. Any such preemptive right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the Corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

**ARTICLE VI**  
**Board of Directors**

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The initial Board of Directors of the Corporation shall consist of two Directors, whose names and addresses are as follows:

Name	Address
Gerard Cousino	10391 54 <sup>th</sup> Avenue North Seminole, FL 33708
Patrick Bauder	6022 Lee Street St. Petersburg, FL 33703

Section 3. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section 4. Directors shall be elected and hold office as provided in the Bylaws.

## **ARTICLE VII**

### **Bylaws**

Section 1. The Board of Directors shall adopt Bylaws for the Corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended, or repealed only by the shareholders.

## **ARTICLE VIII**

### **Amendments**

These Articles of Incorporation may be amended as set forth in the Florida Statutes, as amended from time to time.

## **ARTICLE IX**

### **Registered Office and Agent**

Section 1. The street address of the initial registered office of the Corporation shall be **10391 54<sup>th</sup> Avenue North, Seminole, FL 33708**.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be **Gerard Cousino**.

**ARTICLE X**  
**Incorporator**

The name and address of the incorporator is:

Name

Address

Gerard Cousino

10391 54<sup>th</sup> Avenue North  
Seminole, FL 33708

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 5 day of January, 2000.

  
Gerard Cousino

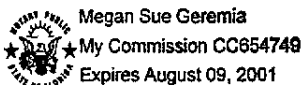
STATE OF FLORIDA       )  
COUNTY OF PINELLAS    )

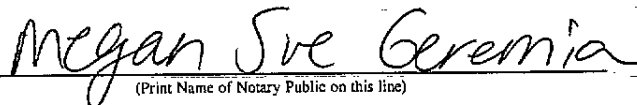
The foregoing instrument was acknowledged before me this 5 day of January, 2000, by **GERARD COUSINO**, who ☒ is personally known to me or ☐ has produced ☐ a Florida driver's license or ☐ \_\_\_\_\_ as identification.

My Commission Expires:

  
Notary Public

(SEAL)



  
(Print Name of Notary Public on this line)

**ACCEPTANCE**

I hereby accept to act as initial Registered Agent for **COUSINO & BAUDER, INC.**, a Florida corporation, as stated in these Articles of Incorporation.

  
Gerard Cousino

00 JAN -6 AM 10:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED