

# P00000008685

LAW OFFICES OF  
WILLIAM J. KANANACK

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January 18, 2000

Department of State  
Division of Corporations  
PO Box 6237  
Tallahassee, FL 32314

Re: Resimont Consulting, Inc.

200003105162--4  
-01/20/00--01115--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

To Whom It May Concern:

I have enclosed for processing by the Department of State, Division of Corporations, one original and one copy of the Articles of Incorporation and the Certificate of Designation of Registered Agent for the above-referenced corporation. Also enclosed is a check for seventy dollars (\$70.00) made payable to the Department of State.

Thank you.

Sincerely yours,



William J. Kananack

FILED  
00 JAN 20 PM 2:34  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

CB  
1-26-00  
6

ARTICLES OF INCORPORATION  
OF  
RESIMONT CONSULTING, INC.

**FILED**  
00 JAN 20 PM 2:34  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE I

NAME

The name of the Corporation is RESIMONT CONSULTING, INC.

ARTICLE II

ADDRESS

The principal office and mailing address of this Corporation is 200 Lynn Street,  
Oviedo, Florida 32765

ARTICLE III

PURPOSE

The purposes for which the business will be conducted are as follows: To manufacture, design, construct, own use, buy, sell, lease, hire and deal in and with articles and property of all kinds and to render services of all kinds, and to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have a perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of State.

ARTICLE V

CAPITAL STOCK

This Corporation is authorized to issue one thousand (1,000) shares of \$.01 par value common stock.

ARTICLE VI  
VOTING RIGHTS

Except as otherwise provided by law, the entire power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding shares of common stock.

ARTICLE VII  
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 200 Lynn Street, Oviedo, Florida 32765. The name of the initial registered agent of this Corporation at that address is William N. Resimont.

ARTICLE VIII  
BOARD OF DIRECTORS

The business of this Corporation shall be managed by the Board of Directors. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. Initially, this Corporation shall have two (2) directors. The name and address of the initial directors of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
BARBARA J. RESIMONT	200 Lynn Street Oviedo, Florida 32765
WILLIAM N. RESIMONT	200 Lynn Street Oviedo, Florida 32765

ARTICLE IX  
INCORPORATOR

The name and address of the individual signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
WILLIAM N. RESIMONT	200 Lynn Street Oviedo, Florida 32765

## ARTICLE X

### BYLAWS

The power to adopt, alter, amend or repeal Bylaws of the Corporation shall be vested in the board of directors and the shareholders.

## ARTICLE XI

### INDEMNIFICATION

This Corporation shall to the fullest extent permitted by Florida Statutes, Section 607.0850, as amended and supplemented from time to time, indemnify any and all persons whom it shall have power to indemnify from and against any and all expenses, liabilities, or costs referred to in or covered by such section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of stockholders, disinterested directors, or otherwise both as to actions in an official capacity and as to actions in another capacity while holding office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

## ARTICLE XII

### Subchapter "S" Election

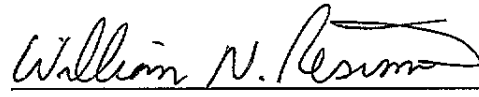
It is the intent of the Incorporator to file the appropriate Subchapter "S" Internal Revenue Code Election (IRS Form 2553) at the Organizational Meeting of the Corporation.

## ARTICLE XIII

### AMENDMENT

The Corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation or any amendment hereto, in the manner provided by law. Any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber executed these Articles of Incorporation on January 17, 2000.

  
WILLIAM N. RESIMONT

STATEMENT OF DESIGNATION AND ACCEPTANCE  
OF INITIAL REGISTERED AGENT AND REGISTERED OFFICE

The undersigned Corporation, organized under the laws of the State of Florida, submits the following statement designating the registered office/registered agent in the State of Florida.

The name of the Corporation is:

RESIMONT CONSULTING, INC.

The name and address of the initial registered agent is:

WILLIAM N. RESIMONT      200 Lynn Street  
Oviedo, Florida 32765

FILED  
00 JAN 20 PM 2:34  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

I hereby accept appointment and agree to act in the capacity of the registered agent of RESIMONT CONSULTING, INC., at the initial registered office of this Corporation as set forth above. 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.

Dated this 17th day of January 2000.



WILLIAM N. RESIMONT