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**HERDMAN & SAKELLARIDES, P.A.**  
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MARK HERDMAN

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December 9, 1999

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**FILED**  
00 FEB 22 PM 2:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
600003068346--4  
-12/13/99--01130--012  
\*\*\*\*122.50 \*\*\*\*\*78.75

Re: Articles of Incorporation of THEOCAR CORPORATION, INC.

Dear Secretary of State:

Enclosed for filing with the Division of Corporations, please find the following:

1. Original and one copy of the Articles of Incorporation for THEOCAR CORPORATION, INC.; and
2. Check in the amount of \$122.50 to cover the cost of such filing.

Please send a conformed copy of the Articles to my office once they have been filed. If you should have any questions, please do not hesitate to contact me.

Very truly yours,

HERDMAN & SAKELLARIDES, P.A.

*John M. Sakellarides*  
John M. Sakellarides

JMS/lsg  
Enclosures

*289254412550  
2/99-28699*

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**D. BROWN** FEB 22 2000



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

December 16, 1999

JOHN M. SAKELLARIDES, ESQ.  
2595 TAMPA ROAD  
SUITE J  
PALM HARBOR, FL 34684

SUBJECT: THEOCAR CORPORATION, INC.  
Ref. Number: W99000028699

We have received your document for THEOCAR CORPORATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6972.

Doris Brown  
Document Specialist

Letter Number: 999A00059139

**ARTICLES OF INCORPORATION  
OF  
THEODOSIS & CARLISLE, INC.**

**FILED**  
00 FEB 22 PM 2:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

The name of this corporation shall be THEODOSIS & CARLISLE, INC. and its principle place of business shall be 5115 North Socrum Loop Road, A-17, Lakeland, Florida 33809.

**ARTICLE II**

The purpose of this corporation is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes. The corporation shall also have all other powers provided in the statutes of the State of Florida.

**ARTICLE III**

The corporation is authorized to issue 100 shares of common stock at a par value of \$1.00 per share. The amount of capital with which this corporation will begin business is at least One Thousand (\$1,000.00) Dollars.

**ARTICLE IV**

The initial by-laws of the corporation shall be adopted by the Board of Directors. The powers to alter, amend or repeal the by-laws or adopt new by-laws, subject to repeal or changes by action of the stockholders, shall be vested in the Board of Directors. The by-laws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with law or the Articles of Incorporation.

## **ARTICLE V**

Each shareholder of record shall have one vote for each share of stock standing in his name on the books of the corporation, except that in the election of Directors, he shall have the right to vote such number of shares for as many persons as there are Directors to be elected. Cumulative voting shall not be allowed in the election of Directors or for any other purpose.

## **ARTICLE VI**

The transfer of the shares represented by a certificate is subject to the conditions specified in the by-laws, and no transfer of such shares shall be valid or effective until such conditions have been fulfilled with respect to such transfer.

## **ARTICLE VII**

The corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its stockholders and Board of Directors and shall keep at its registered office or principal place of business, or at the office of its transfer agent, a record of its stockholders, giving the names and addresses of all stockholders and the number of shares held by each. Any books, records and minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

Any person who shall have been a holder of record of at least five (5%)

percent of the outstanding shares of the corporation at least six months immediately preceding his demand, upon written demand stating the purpose thereof, shall have the right to examine, in person or by agent or attorney, at any reasonable time or times; for any proper purpose the corporation's relevant books and records of accounts, minutes and the record of stockholders, and to make extracts therefrom.

#### **ARTICLE VIII**

The corporation shall indemnify to the full extent permitted by law any person who is made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he, his testator or intestate is or was a Director or officer of the corporation.

#### **ARTICLE IX**

The initial Board shall consist of three (3) Directors and the name and addresses of each person who shall serve as Director until the first annual meeting of the stockholders or until their successors can be elected and qualified are:

Mark L. Theodosis	5115 North Socrum Loop Road, A-17 Lakeland, Florida 33809
Steve V. Theodosis	1321 Grove Avenue Tarpon Springs, Florida 34689
William Carlisle	20681 Highway 60 East Lake Wales, Florida 33853

The President of this corporation shall be a shareholder and Director. All other officers and

Directors of the corporation, to the extent possible, shall be persons eligible to be shareholders.

#### **ARTICLE X**

The business affairs of the corporation shall be managed by the Board of Directors.

#### **ARTICLE XI**

The Board of Directors of the corporation may, from time to time, declare and the corporation may pay dividends in cash, property or its own shares, except when the corporation is insolvent or when the payment thereof would render the corporation insolvent, subject to the following provision:

- (a) Dividends may be declared and paid in cash or property only out of the unreserved and unrestricted earned surplus of the corporation, except as otherwise provided in this section.
- (b) The corporation may, by resolution of its Board of Directors, create a reserve or reserves out of its earned surplus for any proper purpose or purposes, and may abolish any such reserve in the same manner.

#### **ARTICLE XII**

The corporation is a close corporation; no shares and no securities evidencing the right to acquire shares shall be issued by means of public offering, solicitation or advertisement. All such shares and securities shall be subject to restrictions on transfer as permitted by applicable Florida Law. All issued shares and securities evidencing the right to acquire shares of the corporation shall be held of record by no more than thirty-five (35) persons in the aggregate.

**ARTICLE XIII**

The address of the initial registered office of the corporation and its registered agent is as follows:

John M. Sakellarides	2595 Tampa Road
	Suite J
	Palm Harbor, FL 34684

**ARTICLE XIV**

The name and address of the incorporator is:

Mark L. Theodosis	5115 North Socrum Loop Road, A-17
	Lakeland, Florida 33809

**ARTICLE XV**

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

**ARTICLE XVI**

The corporation shall have perpetual existence which shall commence at the time of the filing of these Articles of Incorporation with the Department of State.

W. L. Williams

STATE OF FLORIDA )  
COUNTY OF Pinellas )

*Laurie Stroger-George*  
NOTARY PUBLIC - STATE OF FLORIDA

**NOTARY PUBLIC**  
**LAURIE STAPLER-GEORGE**  
**COMMISSION #CC650510**  
**EXPIRES MAY 26, 2001**  
**STATE OF FLORIDA**

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**CONSENT OF REGISTERED AGENT**

HAVING BEEN NAMED as Registered Agent for THEODOSIS & CARLISLE, INC., at the office designated in the foregoing Articles of Incorporation, the undersigned hereby accepts the designation.

  
John M. Sakellarides

FILED  
FEB 22 PM 2:34  
NOTARY PUBLIC  
STATE OF FLORIDA

STATE OF FLORIDA )

COUNTY OF PINELLAS )

BEFORE ME, the undersigned authority, personally appeared, JOHN M. SAKELLARIDES, who, upon being first duly sworn, acknowledged that the foregoing Consent of Registered Agent, by him signed and sealed, in his free act and deed, this 11<sup>th</sup> day of February, 2000.

  
NOTARY PUBLIC - STATE OF FLORIDA



To me personally known: ✓

Identification shown: \_\_\_\_\_