

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 222-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO0000022757

Platinum Management  
Services, Inc.

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

☒ Art of Inc. File Cert.  
☐ LTD Partnership File  
☐ Foreign Corp. File  
☐ L.C. File  
☐ Fictitious Name File  
☐ Trade/Service Mark  
☐ Merger File  
☐ Art. of Amend. File  
☐ RA Resignation  
☐ Dissolution / Withdrawal  
☐ Annual Report / Reinstatement  
☒ Cert. Copy  
☐ Photo Copy  
☐ Certificate of Good Standing  
☐ Certificate of Status  
☐ Certificate of Fictitious Name  
☐ Corp Record Search  
☐ Officer Search  
☐ Fictitious Search  
☐ Fictitious Owner Search  
☐ Vehicle Search  
☐ Driving Record  
☐ UCC 1 or 3 File  
☐ UCC 11 Search  
☐ UCC 11 Retrieval  
☐ Courier

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 MAR - 6 PM 3:40

APPROVED  
AND  
FILED

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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Signature \_\_\_\_\_

Requested by: CM

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**ARTICLES OF INCORPORATION**  
**OF**  
**PLATINUM MANAGEMENT SERVICES, INC.**

The undersigned, acting as incorporator of a corporation under the Florida Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I – NAME**

The name of the Corporation shall be Platinum Management Services, Inc.

**ARTICLE II – DURATION**

This Corporation shall commence corporate existence at the time of filing these Articles of Incorporation with the Secretary of State and shall have perpetual existence.

**ARTICLE III – PURPOSE**

The general nature of the business of the Corporation is to do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the obtainment of any of the objectives hereinafter mentioned and to do any other act or acts, thing or things, incidental to or growing out of or connected with the aforesaid business or any part or parts thereof. Further, the Corporation can engage in any act of business permitted under the laws of the United States and the State of Florida.

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TALLAHASSEE, FLORIDA

#### **ARTICLE IV – CAPITAL STOCK**

The Corporation is authorized to issue Five Thousand (5,000) shares of common stock of common stock having a par value of One Dollar (\$1.00). All stock issued shall be paid and non-assessable.

#### **ARTICLE V – INITIAL STOCK ISSUE**

Five Thousand common shares of capital stock of this Corporation shall be issued initially to the following persons and in the amounts set opposite their names:

Dan Allen	-	1,000 common shares
Susan "Teri" Allen	-	2,000 common shares
Leighann Connell	-	2,000 common shares

#### **ARTICLE VI – PREEMPTIVE RIGHTS**

Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which he/she already holds, shall have the first exclusive right to purchase his/her same proportionate existing share thereof, as nearly as may be done without issuance of fractional shares at the same price at value determined by the average of the share/stock appraisal book value computed by two (2) different and independent CPAs using generally accepted accounting procedures and principles. If there is only one shareholder (individual) listed on the corporate ownership records, except if ownership is by Estate or Trust, then this appraisal process can be waived by the Directors of the

Corporation. The Corporation will incur the expense for the stock appraisal to determine its stock/share value in accordance with the above procedure herein.

## **ARTICLE VII – RESTRICTIONS ON TRANSFER OF STOCK**

Shares held by the initial Shareholders will not be resold or otherwise transferred to other persons or entities unless such shares are first offered to the remaining Shareholders presently of record and then to this Corporation. The price and terms at which, and the time, within which, such may be offered and sold, may be further specified by written agreement among all of the Shareholders of record of this Corporation.

If no written agreement among all of the shareholders can be reached, the Directors of the Corporation will determine the fair market value of the stock by averaging the book value computed by two (2) different and independent CPAs using generally accepted accounting practices and principles. A sixty- (60) day, time period. Then, the Corporation must acknowledge receipt or non-receipt of each Shareholder's response.

If any Shareholder wished to purchase the stock, the Corporation will provide and immediate non-qualifying loan to any Shareholder of record of seventy-five percent (75%) of the stock/share recent determined value herein, such loan to be paid monthly at ten percent (10%) interest amortized over a five (5) year period. If there are more subscription offers for the new shares than the issue of stock, then the proposed issue will be divided equally among those persons wishing to subscribe.

The Corporation will incur the expense for the stock appraisal to determine its stock/share value in accordance with the above procedure herein.

## **ARTICLE VIII – INITIAL REGISTERED OFFICE AND AGENT**

The street address of the registered office of this Corporation is 12122 Meadow Lane, San Antonio, Pasco County, Florida, 33576, and the name of the registered agent of this Corporation is Susan Allen. The Board of Directors shall have the right by majority vote to change the registered office and the registered agent.

## **ARTICLE IX – INITIAL BOARD OF DIRECTORS**

This Corporation shall have three (3) Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial Directors of this Corporation is/are:

**Dan Allen**

**P.O. Box 274210**

**Tampa, FL 33688-4210**

**Susan Allen**

**P.O. Box 274210**

**Tampa, FL 33688-4210**

**Leighann Connell**

**P.O. Box 274210**

**Tampa, FL 33688-4210**

## **ARTICLE - X – BY-LAWS**

The power to adopt, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

## **ARTICLE XI – INDEMNIFICATION**

This Corporation shall indemnify any Officer or Director or any former Officer or Director in the manner set out and provided for in the By-Laws of this Corporation and to the full extent permitted by law, both in any criminal, civil or administrative proceedings.

## **ARTICLE XII – DIVIDENDS AND VOTING**

Dividends may be paid to Shareholders only out of the unreserved and unrestricted earned surplus of the Corporation. Each outstanding common share shall be entitled to one (1) vote. There shall be no cumulative voting.

## **ARTICLE XIII – APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER**

The approval of the Shareholders of this Corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

## **ARTICLE XIV – ACTION BY DIRECTORS WITHOUT A MEETING**

The Directors of this Corporation may take action by written consent, as provided by law, except the following actions must be taken at a meeting of Directors; subject to

prior authorization and prior approval authorization and prior approval by three-fourths  
(3/4) of Shareholders entitled to vote their stocks:

1. Dissolution or merger of the Corporation; or
2. Sale of Corporate assets.

#### ARTICLE XV – AMENDMENT

The initial street address of the principal office of this Corporation is:

12122 Meadow Lane  
San Antonio, FL 33576

The mailing address for the Corporation is:

P.O. Box 274210  
Tampa, FL 33688

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of  
Incorporation, this 12 day of January, 2000.

  
SUSAN ALLEN

STATE OF FLORIDA:  
COUNTY OF HILLSBOROUGH:

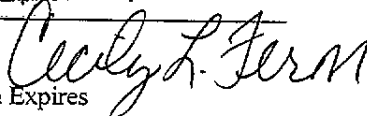
BEFORE ME, a Notary Public, authorized to take acknowledgements In the State and County set  
forth above, personally appeared SUSAN ALLEN, known to me to be the person who executed the  
foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State  
and County aforesaid, this 12th day of January, 2000.



Cecily L Fern  
My Commission CC714684  
Expires February 8, 2002

Notary Public  
My Commission Expires



**CERTIFICATE OF ACKNOWLEDGEMENT OF REGISTERED AGENT  
FOR THE PURPOSE OF ACCEPTING SERVICE OF PROCESS  
FOR  
PLATINUM MANAGEMENT SERVICES, INC.**

Having been named to accept service of process for the above stated Corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Statutes, Chapter 607, governing formation of corporations.

  
SUSAN ALLEN  
Tampa, FL 33688-4210  
813/948-0909

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 MAR -6 PM 3:40

APPROVED  
AND  
FILED

**STATE OF FLORIDA:  
COUNTY OF HILLSBOROUGH:**

**BEFORE ME**, the undersigned authority, personally appeared SUSAN ALLEN, known to me to be the person who executed the foregoing instrument, and who acknowledged before me that she executed the same for the uses and purposes therein expressed.

**WITNESS** my hand and official seal, in the State and County aforesaid, this 12<sup>th</sup> day of January, 2000.



Cecily L. Fern  
My Commission CC714684  
Expires February 8, 2002

Notary Public

My Commission Expires:

