

P000000048031

Lisa M. Devlin  
282 Dan River Drive  
Spring Hill, FL 34606  
(352) 684-0666

May 9, 2000

Secretary of State  
Division of Corporations  
The Capital  
Tallahassee, FL 32304

200003248922--9  
-05/11/00--01096--008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Lisen, Inc.

Dear Sir or Madam:

Enclosed please find original and copy of Articles of Incorporation of the above referenced corporation, together with check in the amount of \$78.75 to cover the cost of the following:

Filing Fee Articles of Incorporation	\$35.00
Designation & Acceptance Registered Agent	\$35.00
Certified Copy	\$ 8.75
	-----
	\$78.75

FILED  
00 MAY 11 PM 1:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Please file the Articles and Designation, and send a certified copy to my address stated above.

Should you have any questions, please feel free to contact me.

Very truly yours,

  
Lisa M. Devlin

Enclosures  
As stated

g/s/15

**FILED**

00 MAY 11 PM 1:26

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**FOR**

**LISENO, INC.**

**ARTICLE I**

**NAME**

The name of this corporation is LISENO, INC. and it's place of business is 12109 US Highway 19, Hudson, Florida, 34667

**ARTICLE II**

**DURATION: EFFECTIVE DATE**

This corporation shall exist perpetually, commencing as of the date of execution of these Articles of Incorporation, or date of receipt by the Secretary of State, whichever is earlier.

**ARTICLE III**

**PURPOSE**

This corporation may engage in any activity of business permitted under the laws of the United States of America and of this state.

**ARTICLE IV**

**CAPITAL STOCK**

This corporation is authorized to issue One Thousand (1000) shares of Ten Cents (0.10) par value Common Stock.

**ARTICLE V**

**REGISTERED OFFICE AND REGISTERED AGENT**

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are as follows:

EUGENE VALINAGGI  
12109 US Highway 19  
Hudson, Florida 34667

## **ARTICLE VI**

### **INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The names and addresses of the directors of this corporation are:

EUGENE VALINAGGI	LISA M. DEVLIN
8730 LAFITE ROAD	282 DAN RIVER DRIVE
HUDSON, FL 34667	SPRING HILL, FL 34606

## **ARTICLE VII**

### **INCORPORATOR**

The name and addresses of the persons signing these Articles of Incorporation are:

EUGENE VALINAGGI	LISA M. DEVLIN
8730 LAFITE ROAD	282 DAN RIVER DRIVE
HUDSON, FL 34667	SPRING HILL, FL 34606

## **ARTICLE VIII**

### **AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation, or any amendment hereto, and any right conferred upon shareholders is subject to this reservation.

## **ARTICLE IX**

### **BYLAWS**

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

## **ARTICLE X**

### **INFORMAL SHAREHOLDER ACTION**

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.394 and the Bylaws.

## **ARTICLE XI**

### **PREEMPTIVE RIGHTS**

Each share holder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he/she holds at the time of the issue bears to the total number of shares outstanding exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the share 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/her to exercise his/her preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of the receipt of notice from the corporation.

## **ARTICLE XII**

### **INDEMNIFICATION**

The corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, to the full extent permitted by Chapter 607.0850 of the Florida Statutes, or any successor thereto.

## **ARTICLE XIII**

### **PROXY**

In any selection of directors by the shareholders, each shareholder of the record entitled to vote shall have the right to cumulate his/her shares and to give one candidate as many votes as shall equal the number of directors to be elected multiplied by the number of shares owned by each shareholder, or to distribute them on the same principle among as many candidates as he/she sees fit; provided however, that the notice shall be given by any shareholder to the President or Vice President of the Corporation not less than twenty four (24) hours before the time fixed for the holding of the meeting

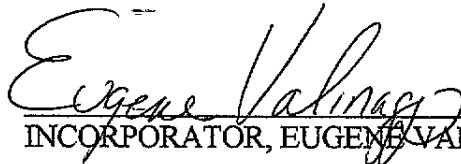
for the election of directors that he/she intends to accumulate his votes as such election. This right to vote cumulatively shall not be further restricted or qualified by any provision on the Bylaws of this Corporation.

#### ARTICLE XIV

#### **LONG-TERM EMPLOYMENT CONTRACT**

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods longer than one year, and any charter or Bylaw provision for annual election shall be without prejudice to the contract rights if any, of the executive officer under the contract.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 15 day of MARCH, 2000.

  
INCORPORATOR, EUGENE VALINAGGI

  
INCORPORATOR, LISA M. DEVLIN

STATE OF FLORIDA

COUNTY OF Pasco

The foregoing Articles of Incorporation were sworn to and acknowledged before me this 15<sup>th</sup> day of Mar., 2000, by Eugene Valinaggi, who is personally known to me or who has produced Lisa M. Devlin FL ID as identification and who did/ did not take an oath, and by Lisa M. Devlin, who is personally known to me or who has produced FL ID as identification and who did/did not take an oath.

  
NOTARY PUBLIC, STATE OF FLORIDA  
My Commission Expires:



Ernestine N Driskell  
My Commission CC679217  
Expires September 10, 2001

## ACCEPTANCE AND ACKNOWLEDGMENT

I hereby accept of act as Registered Agent, and agree to comply with the provisions of all statues relative to the proper and complete performance of my duties and am familiar with and accept the obligations of Floriday Statute 607.1325.

  
EUGENE VALINAGGI

FILED  
00 MAY 11 PM 1:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA