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FILED  
MAY 22 PM 3:02  
CLERK OF THE COURT  
TALLAHASSEE, FLORIDA

May 16, 2000

300003261603--6  
-05/22/00-01093-004  
\*\*\*\*122.50 \*\*\*\*\*78.75

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Box 6327  
Tallahassee, FL 32314

RE: Robert A. Dalzell, Inc.

Gentlemen:

Enclosed please find an original and one (1) copy of Articles of Incorporation for the above-referenced profit corporation. Please file these Articles and return a certified copy of same to this office. A check for \$122.50 for the filing fee is enclosed.

Thank you.

Sincerely yours,

EFFECTIVE DATE  
05-16-00

DAVID A. LUCZAK, ATTORNEY AT LAW, PA

David A. Luczak

DAL:lsk

Enclosure

JS/30

ARTICLES OF INCORPORATION  
OF  
**ROBERT A. DALZELL, INC.**

FILED  
00 MAY 22 PM 3:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I**

**NAME:** The name of this corporation is **ROBERT A. DALZELL, INC.**

**ARTICLE II**

**DURATION:** This corporation shall have perpetual existence and shall begin its existence on the date of execution and acknowledgment of these Articles.

**ARTICLE III**

**EFFECTIVE DATE**  
05-16-00

**PURPOSE:** This corporation is organized for the following purposes:

- A. Design and install closets and related projects;
- B. To conduct the transaction of any or all lawful business which the corporation may be permitted to conduct under the laws of the State of Florida;
- C. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal

property, including franchise, patents, copyrights, trademarks and licenses in the State of Florida and in all other states and countries;

D. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness as required;

E. To purchase the corporate assets of any other corporation and engage in the same or other character of business;

F. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other government, and while the owner of such stocks, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

#### **ARTICLE IV**

**CAPITAL STOCK:** This corporation is authorized to issue 1,000 shares of ONE (\$1.00) DOLLAR par value common stock, which shall be designated "Common Shares".

Capital stock may be paid for in cash, services or tangible or intangible property at a just value as may be fixed by the Board of Directors of the corporation without reduction being accomplished by any action requiring or making an amendment to these Articles of Incorporation.

## **ARTICLE V**

### **PREFERENCES, LIMITATIONS AND RIGHTS OF SHARES OF CAPITAL STOCK:**

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

## **ARTICLE VI**

**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 VII**

**PREEMPTIVE RIGHTS:** Every shareholder, upon the same for cash or any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## **ARTICLE VIII**

**INITIAL REGISTERED OFFICE AND AGENT:** The street address of the initial registered and principal office of this corporation is:

**4457 First Avenue North, St. Petersburg, Florida 33713.**

The name of the initial registered agent of this corporation is:

**ROBERT A. DALZELL**  
4457 First Avenue North  
St. Petersburg, Florida 33713

### **ARTICLE IX**

**INITIAL BOARD OF DIRECTORS:** This corporation shall have one (1) director 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 Director of this corporation is:

**ROBERT A. DALZELL**  
4457 First Avenue North  
St. Petersburg, Florida 33713

### **ARTICLE X**

**INCORPORATORS:** The name and address of the person signing these Articles is:

**ROBERT A. DALZELL**  
4457 First Avenue North  
St. Petersburg, Florida 33713

### **ARTICLE XI**

**BYLAWS:** The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

## **ARTICLE XII**

**CUMULATIVE VOTING:** At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

## **ARTICLE XIII**

**SHAREHOLDER QUORUM AND VOTING:** Fifty-One (51%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one (51%) percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

## **ARTICLE XIV**

**POWERS:** This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

## **ARTICLE XV**

**MEETING BY CONFERENCE TELEPHONE:** Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

## **ARTICLE XVI**

**ACTION BY DIRECTORS WITHOUT A MEETING:** The directors of this corporation may take action by written consent, as provided by law.

## **ARTICLE XVII**

**INDEMNIFICATION:** This corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

## **ARTICLE XVIII**

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

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this 16<sup>th</sup> day of May, 2000.

  
ROBERT A. DALZELL

STATE OF FLORIDA

COUNTY OF PINELLAS

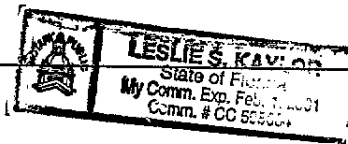
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **ROBERT A. DALZELL**, who is personally

known to me and did not take an oath, and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid, this 16 day of May, 2000.

Leslie S. Kaylor  
Notary Public

My commission expires:





CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

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FILED  
00 MAY 22 PM 3:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

**ROBERT A. DALZELL, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of St. Petersburg, County of Pinellas, State of Florida, has named **ROBERT A. DALZELL**, located at 4457 First Avenue North, St. Petersburg, Florida 33713, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
ROBERT A. DALZELL

DATE: May 16, 2000.