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TRANSMITTAL LETTER

FILED

00 JUN 15 PM 1:44

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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-06/15/00--01070--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

**SUBJECT: All-Legends, Inc.**

Enclosed is an original and one (1) copy of the articles of incorporation and a check for the \$70.00 filing fee.

FROM: Michael Penman  
240 N. Washington, Suite 530  
Sarasota, Florida 34236  
  
(941) 364-8161

Michael Penman  
ACCEPTED FOR FILING  
ON 6/15/00  
DATE 6/21/00  
BY [Signature]

6-15747  
PN 6/21/00

**ARTICLES OF INCORPORATION  
OF  
ALL-LEGENDS, INC.**

FILED

00 JUN 15 PM 1:44

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I**

Name

The name of this corporation shall be All-Legends, Inc.

**ARTICLE II**

Principal Office and Mailing Address

The address of the principal office and mailing address of this corporation shall be 240 N Washington Boulevard, Suite 530, Sarasota, Florida 34236.

**ARTICLE III**

Business and Purposes

The general nature of the business to be transacted by this corporation, or the objects or purposes of this corporation, shall be as follows:

(a) to engage in any lawful enterprise, whether commercial, industrial or agricultural, calculated or designed to be profitable to the corporation;

(b) to generally engage in, do and perform any enterprise, act, or vocation that a natural person might or could do or perform;

(c) to manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, or invest, trade, deal in and deal with, goods, wares, merchandise and real and personal property of every class and description;

(d) to purchase, lease and hold real and personal property and any and every estate and interest therein and choses in action secured thereby; to improve, manage, operate, sell, mortgage, lease and otherwise dispose of any property; to loan money upon such property and to take mortgages and assignments of mortgages on the same; and, to transact all or any other

business which may be necessary, incidental or proper to the exercise of any or all of the aforesaid purposes of this corporation;

(e) to borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purposes; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times secured by mortgage or otherwise;

(f) to guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds issued by, or evidences of indebtedness created by, any other corporation or corporations, and while owning said stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon;

(g) to purchase, sell and transfer shares of its own capital stock;

(h) to acquire, enjoy, utilize and to dispose of patents, copyrights, trademarks and any licenses or other rights or interests therein and thereunder; and

(i) in general, to carry on any other business in connection with the foregoing and to have and exercise all powers conferred by the laws of Florida upon corporations formed under the business corporation acts of the State of Florida, and any amendments thereto, and all things hereinbefore set forth to the same extent as a natural person might or could do.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of special powers shall not be held to limit or restrict in any manner the powers of this corporation.

#### **ARTICLE IV**

##### Capital Stock

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 100 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property

(tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

## **ARTICLE V**

### Existence of Corporation

This corporation shall have perpetual existence.

## **ARTICLE VI**

### Registered Agent

The initial registered office of this corporation shall be located at 240 N. Washington Boulevard, Suite 530, Sarasota, Florida 34236, and the initial registered agent of this corporation at such office shall be Michael Penman. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

## **ARTICLE VII**

### Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the bylaws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stock-

holders. The stockholders of this corporation may remove any director from office at any time with or without cause.

## **ARTICLE VIII**

### Initial Board of Directors

The initial Board of Directors of this corporation shall consist of 2 members, such members to hold office until their successors have been duly elected and qualify. The name and street address of each initial director are:

<u>Name</u>	<u>Address</u>
Michael Penman	240 N. Washington Boulevard Suite 530 Sarasota, Florida 34236
James Williamson	240 N. Washington Boulevard Suite 530 Sarasota, Florida 34236

## **ARTICLE IX**

### Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Michael Penman	240 N. Washington Boulevard Suite 530 Sarasota, Florida 34236

## **ARTICLE X**

### Amendment of Articles of Incorporation

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

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.

I hereby accept the duties and responsibilities as registered agent.



Michael Penman  
Incorporator/Registered Agent

6/14/2000  
Date

FILED  
00 JUN 15 PM 1:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA