

TRANSMITTAL LETTER

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

300003328563--3  
-07/19/00--01111--004  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

**SUBJECT: Thirlite, Inc.**  
(Proposed Corporate Name - Including Suffix)

EFFECTIVE DATE  
9-01-00  
*off date*

Enclosed are an original and two (2) copies of the Articles of Incorporation and a check for:  
**\$87.50 - Filing Fee, Certified Copy & Certificate of Status**

**FROM:**

**Barry S. Koletsky**

Name

**563 Little River Loop, #242**

Address

**Altamonte Springs, Florida 32714**

City, State & Zip

**407-660-0343 x846**

**407-521-5413**

Daytime Telephone Number and alternate

00 JUL 19 AM 11:36  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Called and advised  
we could only use  
1 R.A. Be 7/24*

*gj 7/24*

## ARTICLES OF INCORPORATION OF THIRDLITE, INC.

The undersigned Incorporator(s), for the purpose of forming a **for-profit** corporation under Florida Business Corporation Act, and in compliance with Chapter 607 and/or Chapter 621, F.S. (Profit), hereby adopt(s) the following Articles of Incorporation:

### ARTICLE I - NAME

The name of the Corporation is:

**Thirlite, Inc.**

Hereinafter called the "Corporation".

### ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation is:

**563 Little River Loop, #242  
Altamonte Springs, Florida 32714**

### ARTICLE III - PURPOSE

The Corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

### ARTICLE IV - COMMENCEMENT OF EXISTENCE

The existence of the corporation shall commence on September 1, 2000.

### ARTICLE V - TERM OF EXISTENCE

The period of duration of the Corporation is perpetual unless dissolved in a manner provided by law.

### ARTICLE VI - CAPITAL STOCK

The Corporation has the authority to issue is two thousand (2,000) shares of Common Stock, no par value.

### ARTICLE VII - TRANSFER RESTRICTIONS

No Stockholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to the Corporation at the net asset value thereof. Such offer shall be in writing, signed by the Stockholder, sent by registered or certified mail to this Corporation at its registered office address, and open for acceptance by the Corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the Stockholder shall have the right to dispose of such shares without any further restrictions.

On the death of any Stockholder, the Corporation shall have the right to purchase any shares of the capital stock of the Corporation owned by the Stockholder immediately prior to the Stockholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the Stockholder.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
09-01-00

**ARTICLES OF INCORPORATION OF THIRDLITE, INC.**  
**(Continued)**

Each stock certificate issued by this corporation shall carry the following legend:

**"These shares are held subject to certain transfer restrictions imposed by this Corporation's Articles of Incorporation, a copy of which is on file at this Corporation's principal office."**

**ARTICLE VIII - OFFICERS/BOARD OF DIRECTORS**

The Corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one (1) or more than twelve (12). No Officer or Director may be less than eighteen (18) years of age.

The names, titles and street addresses of the initial Directors and Officers are:

<b>Barry S. Koletsky</b>	<b>Chief Executive Officer, Chairperson, President/Secretary, Director</b>	<b>563 Little River Loop, #242 Altamonte Springs, Florida 32714</b>
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<b>Princess M. Koletsky</b>	<b>Chief Financial Officer, Vice President/Treasurer, Director</b>	<b>563 Little River Loop, #242 Altamonte Springs, Florida 32714</b>
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**ARTICLE IX - INDEMNIFICATION**

In furtherance of and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the Corporation:

The private property of the Incorporator(s), Director(s) or Officer(s) of the Corporation shall not be subject to the payment of any corporate debts, liabilities or obligations.

To the fullest extent permitted by the law of the United States and the State of Florida, no person shall be liable to the Corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him as a Stockholder, Director or Officer of the Corporation in good faith, if such person (a) exercised or used the same degree of care and skill as a prudent man would have exercised or used under the circumstances in the conduct of his own affairs, or (b) took or omitted to take such action in reliance upon advice of counsel for the Corporation or upon statements made or information furnished by Officers, Directors or Employees of the Corporation which he had reasonable grounds to believe.

The Corporation shall indemnify any and all Stockholders, Directors or Officers, or any person who may have served at its request as a Stockholder or Officer of another Corporation in which it owns shares of capital stock or of which it is a creditor, against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been Stockholders, Directors or Officers, or a Stockholder, Director or Officer of the Corporation, or

**ARTICLES OF INCORPORATION OF THIRDLITE, INC.**  
**(Continued)**

of such other Corporation, except in relation to matters as to which any such Stockholder, Director or Officer or former Stockholder, Director or Officer or person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty.

In case of a criminal action, suit or proceeding, a conviction or judgment (whether based on a plea of guilty or nolo contendere or its equivalent, or after trial), shall not be deemed adjudication that such Stockholder, Director or Officer or person is liable for negligence or misconduct in the performance of his duties, if such Stockholder, Director or Officer or person was acting in good faith in what he considered to be the best interest of the Corporation and with no reasonable cause to believe that the action was illegal.

In case any such action, suit or proceeding shall result in a settlement, and if in the judgment of a disinterested majority of Stockholders or of any disinterested committee or group of persons to whom the question may be referred by the Stockholder, any such person was not negligent or guilty of bad faith in relation to the matters complained of therein, the Corporation shall reimburse him for, or indemnify him for or against all costs and expenses reasonably incurred by him in connection therewith, other than for any sums paid to the Corporation.

Such indemnification shall not be deemed exclusive of any right to which those indemnified may be entitled under By-Laws agreement, both of Stockholders, or otherwise.

If any word, clause or sentence of the foregoing provisions regarding indemnification shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "Director", "Officer", "Employee" and "Agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

**ARTICLE X - AMENDMENTS**

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation, or any amendments hereto, in the manner now or hereafter prescribed by statute, and all rights conferred upon the Stockholders herein are subject to this reservation. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the affirmative vote of at least 60% of the outstanding shares of common stock of this Corporation shall be required to amend or repeal Article VIII of these Articles of Incorporation.

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the Stockholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

**ARTICLES OF INCORPORATION OF THIRDLITE, INC.**  
**(Continued)**

**ARTICLE XI - REGISTERED AGENT**

The names and street address of the Registered Agent of the Corporation are:

**Barry S. Koletsky**                      **563 Little River Loop, #242**  
   **Altamonte Springs, Florida 32714**

**ARTICLE XII - INCORPORATOR**

The name and address of the Incorporator filing these Articles of Incorporation is:

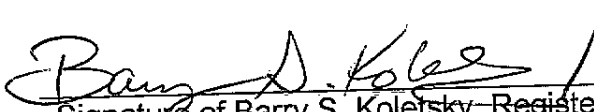
**Barry S. Koletsky**  
**563 Little River Loop, #242**  
**Altamonte Springs, Florida 32714**

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**ARTICLES OF INCORPORATION OF THIRDLITE, INC.**  
(Continued)

Having been named as Registered Agent( ) to accept service of process for the above stated Corporation at the place designated in Article XI, I familiar with and accept the appointment as Registered Agent, and agree to act in that capacity.

Witness my signature this 17<sup>th</sup> day of July, 2000.

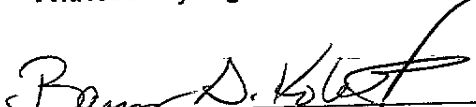
  
\_\_\_\_\_  
Signature of Barry S. Koletsky, Registered Agent

July 17<sup>th</sup>, 2000  
\_\_\_\_\_  
Date

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00 JUL 19 AM 11:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Being the original subscriber and Incorporator of the foregoing Corporation, I certify that the foregoing constitutes the proposed Articles of Incorporation of Thirdlite, Inc.

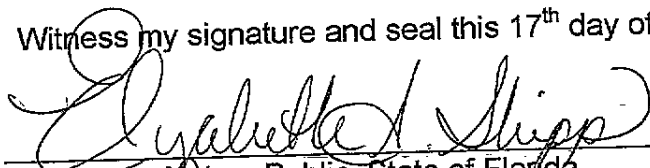
Witness my signature this 17<sup>th</sup> day of July, 2000.

  
\_\_\_\_\_  
Signature of Barry S. Koletsky, Incorporator

July 17<sup>th</sup>, 2000  
\_\_\_\_\_  
Date

I hereby certify that Barry S. Koletsky and Princess M. Koletsky personally appeared before me, each producing a valid Florida Drivers License for identification, and acknowledged before me (by signing above, where appropriate) that each accepts designation as Registered Agent for the Corporation. Furthermore, acting as Incorporator, Barry S. Koletsky acknowledged before me (by signing above, where appropriate) that he executed the foregoing Articles of Incorporation for the purposes therein expressed.

Witness my signature and seal this 17<sup>th</sup> day of July, 2000.

  
\_\_\_\_\_  
Signature Notary Public, State of Florida

July 17<sup>th</sup>, 2000  
\_\_\_\_\_  
Date

**Notary Seal**

