

Stephen H. Acemany, P.A.
Requester's Name

908 S. Florida Ave, Ste 102
Address

Lakeland, FL 32803 863-688-5252
City/State/Zip Phone #

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00 JUL 27 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

760000671782

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

07/26/00

1. TEE STAR Wholesale, Inc.
(Corporation Name) (Document #)

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2. _____
(Corporation Name) (Document #)

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4. _____
(Corporation Name) (Document #)

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☐ Certified Copy
☐ Certificate of Status

NEW FILINGS

- ☒ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

DO NOT MAIL!

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T. SMITH JUL 27 2000

Examiner's Initials

ARTICLES OF INCORPORATION
OF
TRI STAR WHOLESALE, INC.

EFFECTIVE DATE
07/26/00

ARTICLE I - NAME

The name of this corporation is TRI STAR WHOLESALE, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing on the date of execution of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - COMMENCEMENT OF CORPORATE BUSINESS

In accordance with Section 607.0203, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 908 South Florida Avenue, Suite 102, Lakeland, Florida 33803, and the name and street address of the initial registered agent is Stephen H. Artman, Esquire.

ARTICLE VI - ADDRESS OF PRINCIPAL OFFICE

The mailing address for this corporation is 5850 Cypress Gardens Boulevard, Suite 402, Winter Haven, FL 33884.

ARTICLE VII - COMMON STOCK

Number. The aggregate number of shares that the corporation shall

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have the authority to issue is Two Thousand Five Hundred (2500) shares of common stock with a value of One Dollar (\$1.00) per share.

Initial Issue. Three Hundred (300) shares of the common stock of the corporation shall be issued for cash at a value of One Dollar (\$1.00) per share.

Stated Capital. The sum of the value of all shares of common stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends. The holders of the outstanding common stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the common stock of the corporation.

No Classes of Stock. The shares of the corporation are not to be divided into classes.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time in accordance with the by-laws. The names and addresses of the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
Ashok V. Patel	5850 Cypress Gardens Boulevard Suite 402 Winter Haven, FL 33884
Vijay P. Gandhi	5850 Cypress Gardens Boulevard Suite 402 Winter Haven, FL 33884

Deepti H. Shaw

5850 Cypress Gardens Boulevard
Suite 402
Winter Haven, FL 33884

ARTICLE IX - INCORPORATOR

The name and address of the incorporator is Stephen H. Artman, Esquire, 908 South Florida Avenue, Suite 102, Lakeland, Florida 33803.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify the incorporator, any officer or director or any former officer or director in accordance with the provisions of the Bylaws of the corporation.

ARTICLE XI - PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions fixed by the Board of Directors, such shares of the common stock of this corporation as may be issued from time to time. The preemptive rights of any holder of common stock shall be determined as follows:

1. The ratio of each holder's authorized and issued common stock to the total authorized and issued common stock shall be determined;

2. Each holder shall have the right for thirty (30) days from the date of written notification of each proposed issue, to purchase that number of shares of common stock which is necessary to maintain the holder's interest (ownership of common stock) at the ratio determined in the preceding section of this Article XI;

3. Exercise of a holder's preemptive rights shall be by tender, within the time specified in Article XI, Section 2, of the full amount

of the purchase price in cash (U.S. Currency), certified check or cashier's check;

4. Notice of any proposed issue of common stock shall be completed upon the mailing of the notice by certified mail (or such other form of mail as may require a written receipt) to each holder at the holder's address on the books of the corporation;

5. Upon the failure of any holder to exercise preemptive rights under this Article, such holder's preemptive rights shall lapse as to that particular issue only;

6. Upon any legal action to construe this Article, or to seek any judicial determination concerning the provisions of this Article of its effect, the prevailing party shall be entitled to recover costs and any attorney's fees, including such expenses in any appeal.

ARTICLE XII - RESTRICTION ON TRANSFER OF STOCK

The common stock of this corporation may be transferred, encumbered or disposed of only in accordance with the following provisions:

1. Any shareholder desiring to transfer, encumber, or dispose of any interest in the common stock of this corporation shall do so only with the written consent of all other shareholders or in accordance with the provisions of this Article;

2. In lieu of obtaining the written consent of all other shareholders, the shareholder desiring to transfer, encumber, or dispose of any interest in his common stock in the corporation (described as "Selling shareholder" hereinafter) shall first offer such interest to the

corporation as follows:

a. The selling shareholder shall notify the corporation and all other shareholders of his intention to sell by certified mail or such other form of mail as may require a written receipt;

b. The notice shall completely and fairly describe the circumstances of the proposed sale, encumbrance, or disposition;

c. From the receipt of the selling shareholder's notice, the corporation shall have thirty (30) days to purchase the interest of the selling shareholder on the following terms and conditions:

(1) The purchase price for each share of the stock shall be the price established by unanimous written agreement of all shareholders not more than one year prior to the date of the notice of intention to sell or, in the absence of such unanimous written agreement, the book value on the last day of the month preceding the date of the notice of intention to sell. In the latter case, the accountant for the corporation at the date of the notice of intention to sell shall determine the book value and the corporation shall pay said amount in cash. In the event of a sale at a purchase price established by unanimous written agreement, the purchase price shall be paid upon the terms set forth in the agreement or in the absence of such an agreement upon terms of the purchase, the purchase price shall be paid in cash;

(2) If the corporation has sufficient surplus then

whatever surplus is available shall be utilized and the corporation, through its directors and shareholders, shall reduce the capital of the corporation in order to provide sufficient surplus for the purchase of all of the offered stock. In the event the corporation is unable under the law to so reduce its capital sufficiently to allow the corporation to purchase all of the offered stock, the corporation shall reduce its capital as much as possible and purchase as much of the offered stock as possible. Then the selling shareholder may sell that portion of the unsold stock to outsiders only after first offering it individually to the remaining shareholders, to be purchased at the same price as above defined on a pro rata basis. The corporation shall have thirty (30) days after the date of the notice of intention to sell or reduce its capital and purchase said stock. Individual stockholders shall have an additional thirty (30) days to purchase any remaining shares.

3. In the event of the death of any shareholder, the surviving spouse of the deceased shareholder shall have the option of retaining the stock and participating as a shareholder in the continued business of the corporation. In the event that the surviving spouse of the deceased shareholder does not elect to retain the stock and participate in the continued business of the corporation, the stock held by the deceased shareholder shall be purchased by the corporation. If the corporation

is unable to purchase any or all of the stock, the remaining shareholders of the corporation shall have the right, for thirty (30) days, to purchase their respective pro rata shares of the decedent's stock. The estate of the decedent shall be obligated to sell said stock to the corporation or, alternatively, to the other shareholders. The price to be paid for the decedent's stock and the terms of the purchase shall be determined by the shareholders of the corporation during or immediately following the organizational meeting of the corporation. Thereafter, the price and terms of purchase shall be revised from time to time as the shareholders deem appropriate.

4. All certificates of stock of this corporation shall be labeled with the following endorsement on each share certificate:

"This share certificate is subject to a provision in the Articles of Incorporation (Article XII) which provides for restrictions upon the transfer, encumbrance, or distribution of the stock. A copy of the provision may be obtained from the secretary of the corporation or from the office of the Florida Secretary of State."

5. This Agreement shall be binding upon the parties hereto, their heirs, successors and assigns and legal representatives.

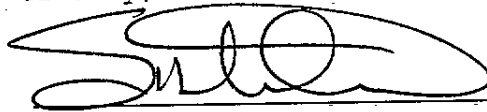
6. Each shareholder shall execute a will or codicil to an existing will directing the legal representative of his estate to sell the decedent's stock under the provisions of the agreement. Failure to so execute a will or codicil shall not affect the rights of any parties to this agreement nor the obligation of the estate of any deceased shareholder.

7. In the event any transfer, encumbrance, or distribution of

stock of the corporation under this Article creates an equal division of stock between two shareholders or shareholder factions, and any voting deadlock occurs, the President of the corporation or the person acting in the President's capacity, shall cause the corporation to be dissolved.

8. Upon any legal action to construe this Article, or to seek any judicial determination concerning the provisions of this Article or its effect, the prevailing party shall be entitled to recover costs and attorney's fees, including such expenses in any appeal.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 26th day of July, 2000.



Stephen H. Artman, Incorporator

STATE OF FLORIDA)
COUNTY OF POLK)

00 JUL 27 PM 1:46
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

The foregoing Articles of Incorporation were acknowledged before me this 26th day of July, 2000, by Stephen H. Artman who is personally known to me or who has produced his Florida driver's license as identification.

Elsie Hudson
My Commission CC707491
Expires January 26, 2002

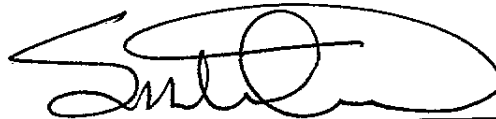
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Notary Public, State of Florida

ACCEPTANCE BY REGISTERED AGENT

The undersigned, Stephen H. Artman, being appointed in the foregoing Articles of Incorporation as the registered agent for TRI STAR WHOLESAL, INC., accepts the appointment as registered agent for said corporation this 26th day of July, 2000.



STEPHEN H. ARTMAN