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LAW OFFICES
DOUGLAS S. GREGORY, P.A.

THE BARRISTERS' BUILDING
505 EAST JACKSON STREET, SUITE 305
TAMPA, FLORIDA 33602
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November 14, 2000

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****78.75 *****78.75

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

Re: Articles of Incorporation

To Whom It May Concern:

Enclosed are the Articles of Incorporation of Invictus, Incorporated. Also enclosed is a check in the amount of \$78.75 for the filing fees. Please file this document with the Florida Department of State/Division of Corporations.

Thank you for your assistance in this matter.

Sincerely,

DOUGLAS S. GREGORY, P.A.

Kimberly Albury

Kimberly Albury
Legal Assistant to
Douglas S. Gregory

/kka
Enclosures

ARTICLES OF INCORPORATION
OF
INVICTUS, INCORPORATED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida 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

The name of this corporation shall be **Invictus, Incorporated.**

ARTICLE II

The purpose for which this corporation is organized as follows:

(a) To do all and everything necessary and proper for the accomplishment of the objects enumerated in its Articles of Incorporation or amendment thereof or necessary or incidental to the protection or benefit of the corporation and, in addition to the specific powers herein enumerated, to have any and all rights, powers, and privileges which are, can be or may be granted to corporations incorporated under the laws of the State of Florida and, in that connection to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether such business is similar in nature to the objects set forth in the Articles of Incorporation or any amendment thereof.

ARTICLE III

The authorized capital stock of the corporation is 7500 shares of common stock with par value of \$0.01 per share, and each share shall entitle the holder thereof to vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, with property, or in labor

or services at a valuation to be fixed by the incorporator or by the Board of Directors at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be nonassessable.

ARTICLE IV

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which she/he already holds, shall have the right to purchase her/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 V

This corporation shall have perpetual existence.

ARTICLE VI

The principal offices of the corporation shall be located at 505 East Jackson Street, Suite 305, Tampa, Florida 33602 and its mailing address is the same, but the corporation shall have the power to establish branch offices and other places of business at such other places within or without the state of Florida as may be determined and deemed expedient by the Directors.

ARTICLE VII

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the initial directors are as follows:

Douglas S. Gregory
505 East Jackson Street
Suite 305
Tampa, Florida 33602

A quorum for the transaction of business shall be a majority of the Directors qualified and acting, and the act of the majority of the Directors present at a meeting at which a quorum is present

shall be the act of the Directors. The Directors may make or amend the Bylaws. The meeting of the Directors may be held within or without the state of Florida. A person shall not have to be a stockholder in order to qualify as a director.

ARTICLE VIII

The name and address of the subscriber to these Articles of Incorporation is as follows:

Douglas S. Gregory
505 East Jackson Street
Suite 305
Tampa, Florida 33602

and the officers of said corporation who shall hold office until their successors are elected and qualified shall be as follows:

Douglas S. Gregory, Director/ President/ Secretary/ Treasurer

ARTICLE IX

The time and place of the annual stockholders' meeting shall be the 1st day of February of each and every year at the principal offices of the corporation unless otherwise fixed in the Bylaws or by a resolution of the Board of Directors, and any stockholder may waive notice thereof before or after the meeting.

The Board of Directors shall be elected annually by the stockholders at their annual meeting or at a special meeting held for that purpose. All vacancies in the Board shall be filled by the Board until the next annual meeting.

ARTICLE X

The Board of Directors shall have full power to fix their own compensation including any bonus or gratuity and to fix the compensation of any of the officers or any other member of the Board performing special services for the corporation, and any member of the Board may vote upon

such compensation matters even though her/his own compensation may be the subject of the resolution.

ARTICLE XI

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, except as provided in these Articles of Incorporation.

ARTICLE XII

The name and address of the initial registered agent and registered office of this corporation is, Douglas S. Gregory, P.A., 505 East Jackson Street, Suite 305, Tampa, Florida 33602.

ARTICLE XIII

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

ARTICLE XIV

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

ARTICLE XV

No contract or other transaction between this corporation and any other corporation and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniary or otherwise interested in or are directors or officers of such other corporation; any director individually, or any firm of which any director may be a member, may be a party to or be pecuniary or otherwise interested in any contract or transaction of this corporation, provided that the fact that he/she or such firm so interested shall be disclosed or shall have been known to be by the Board of Directors or a majority thereof, and any director of this corporation who


is also a director or officer of such other corporation or who is interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation, which shall authorize any such contract or transaction with like force and effect as if she/he were not such director or officer of such other corporation or not so interested.

IN WITNESS WHEREOF, the undersigned, as incorporator, has hereunto set the undersigned's hand and seal this 14 day of November, 2000, for the purpose of organizing this Corporation under the laws of the State of Florida.


Douglas S. Gregory

STATE OF FLORIDA)
)SS:
COUNTY OF HILLSBOROUGH)

BEFORE ME, the undersigned authority, personally appeared Douglas S. Gregory, who is the Director/President/Secretary/Treasurer and incorporator of Invictus, Incorporated and who is personally known to me or who produced _____ as identification, and who acknowledged before me that he executed the above Articles of Incorporation on behalf of Invictus, Incorporated for the purposes therein stated.

 Kimberly K Albury
My Commission CC961752
Expires August 17 2004


NOTARY PUBLIC

Expiration Date: 8/17/04

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST - That Invictus, Incorporated, qualifies under the laws of the State of Florida, with its principal place of business in the City of Tampa, State of Florida, has named Douglas S. Gregory, P.A., 505 East Jackson Street, Suite 305, Tampa, Florida 33602, as its agent to accept service of process within Florida.

Invictus, Incorporated.,
a Florida corporation

By: Douglas S. Gregory, Incorporator
Douglas S. Gregory, Incorporator

DATE: 11/14/00

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

DOUGLAS S. GREGORY, P.A.

By: Douglas S. Gregory, President
Douglas S. Gregory, President

DATE: 11/14/00

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me by Douglas S. Gregory, President of Douglas S. Gregory, P.A. who is personally known to me or who produced _____ as identification, this 14 day of ~~January~~, 2000.
November



Kimberly K Albury
My Commission CC961752
Expires August 17 2004

Kimberly K. Albury
NOTARY PUBLIC

Expiration Date: 8/17/04

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TALLAHASSEE, FLORIDA