

P00000112492

Frank V. Papa Jr.
1212 - 15th Avenue N.
St. Petersburg, Florida 33704

FILED
00 DEC -4 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA DEPARTMENT OF STATE
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301
Attention: Sandra B. Mortham, Director

300003185123-5
-12/04/00-01115-005
*****75.00 *****70.00

Dear Ms. Mortham,

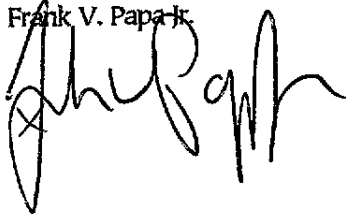
Enclosed are the completed Articles of Incorporation for :

SOUTH DOLPHIN CLEANING ENTERPRISES INC.

together with my check in the amount of \$75.00 covering the required
filing fees. Please file said Articles.

Sincerely,

Frank V. Papa Jr.



12-8

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

I, the undersigned, hereby organize for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of immunities and liabilities of Corporations for profit.

ARTICLE I - NAME

The name of the Corporation shall be:

SOUTH DOLPHIN CLEANING ENTERPRISES INC.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing on the date of execution and acknowledgement of these Articles.

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business under the laws of the United States and the State of Florida's General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 7,000 shares of \$1.00 par value common stock, which should be designated "Common Stock".

ARTICLE V - CAPITAL

The amount of capital with which the Corporation will begin business shall be \$100.00.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is:

1212 - 15TH Avenue N.
St. Petersburg, Florida 33704

The name of the initial registered agent of this Corporation at that address is:

Frank V. Papa Jr.

ARTICLE VII

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time by a majority vote of the stockholders, but it shall never be less than one.

ARTICLE VIII

The names and street addresses of the members of the first Board of Directors are as follows:

Frank V. Papa Jr.
1212 - 15th Avenue N.
St. Petersburg, Florida 33704

ARTICLE IX - INCORPORATORS

The names and addresses of the initial subscribers signing these Article are as follows:

Frank V. Papa Jr.
1212 - 15th Avenue N.
St. Petersburg, Florida 33704

ARTICLES X - BYLAWS

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

ARTICLE XI - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this Corporation shall be issued initially to the following persons in the amounts set opposite their names:

Frank V. Papa Jr. - 1000 Shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this Corporation.

ARTICLES XII - ADOPTION OF BYLAWS

A special meeting of the subscribers or their assigns shall be held, upon the call of the president, for the purpose of completing the organization of the Corporation and the adoption of the bylaws and the transaction of such other business as may come before the meeting.

ARTICLE XIII - AMENDMENT

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 shareholder is subject to this reservation.

ARTICLE XIV - TERMS OF ISSUING STOCK

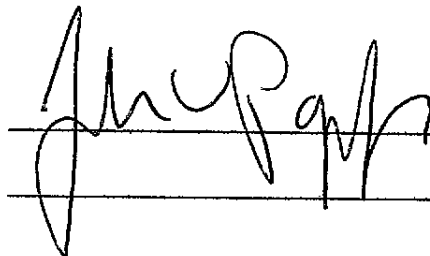
Stock to be issued pursuant to these Articles of Incorporation shall be issued under the terms, provisions and conditions of Section 1244 of the Internal Revenue Code.

IN WITNESS WHEREOF, we have hereunto subscribed our names and affixed our seals to these Articles of Incorporation,

X

on this _____ day of _____.

X

A handwritten signature in dark ink, appearing to be 'J. P. [unclear]', is written over two horizontal lines.

STATE OF FLORIDA

County of : Pinellas

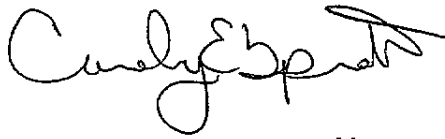
BEFORE ME, the undersigned authority, personally appeared,

Frank V. Papa Jr.

who, being first duly sworn, deposes and says that he is the individual described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed same for the purpose therein expressed.

WITNESS my hand and official seal in the above named
County and State

this 1st day of December 2000



Notary Public, State of Florida

My Commission Expires: July 13, 2003

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

FILED
00 DEC -4 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the
following is submitted.

SOUTH DOLPHIN CLEANING ENTERPRISES INC.

Desiring to organize under the laws of the State of Florida
with it's principal office as indicated in the Article of
Incorporation at:

1212 - 15th Avenue N.
St. Petersburg, Florida 33704

County of Pinellas, State of Florida, has named

Frank V. Papa Jr.

at that address, as it's agent to accept service of process
within this State.

ACKNOWLEDGEMENT:

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 agree
to comply with the provision of said Act relative to keeping
open said office.

x 