

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 222-18870 • 1-800-342-8062 • Fax (850) 222-1222

**P000000114103**

Genius, Inc.

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-12/13/00--01074--001  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RECEIVED  
00 DEC 13 PM 11:28  
DIVISION OF CORPORATION

- Art of Inc. File \_\_\_\_\_
- LTD Partnership File \_\_\_\_\_
- Foreign Corp. File \_\_\_\_\_
- L.C. File \_\_\_\_\_
- Fictitious Name File \_\_\_\_\_
- Trade/Service Mark \_\_\_\_\_
- Merger File \_\_\_\_\_
- Art. of Amend. File \_\_\_\_\_
- RA Resignation \_\_\_\_\_
- Dissolution / Withdrawal \_\_\_\_\_
- Annual Report / Reinstatement \_\_\_\_\_
- Cert. Copy \_\_\_\_\_
- Photo Copy \_\_\_\_\_
- Certificate of Good Standing \_\_\_\_\_
- Certificate of Status \_\_\_\_\_
- Certificate of Fictitious Name \_\_\_\_\_
- Corp Record Search \_\_\_\_\_
- Officer Search \_\_\_\_\_
- Fictitious Search \_\_\_\_\_
- Fictitious Owner Search \_\_\_\_\_
- Vehicle Search \_\_\_\_\_
- Driving Record \_\_\_\_\_
- UCC 1 or 3 File \_\_\_\_\_
- UCC 11 Search \_\_\_\_\_
- UCC 11 Retrieval \_\_\_\_\_
- Courier \_\_\_\_\_

FILED  
00 DEC 13 PM 2:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Signature \_\_\_\_\_

Requested by: \_\_\_\_\_

SA 12/13/00 10:00  
Name Date Time

Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_

DEC 13 2000

**ARTICLES OF INCORPORATION  
OF  
GENIUS, INC.**

THE UNDERSIGNED HEREBY MAKE, SUBSCRIBE, ACKNOWLEDGE AND FILE THIS CERTIFICATE FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

FILED  
00 DEC 13 PM 2:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

**NAME**

The name of this corporation is ***Genius, Inc.***

**ARTICLE II**

**PURPOSE**

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III**

**CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is ***100,000 shares of common stock of 1.00 Dollar per share par value.***

**ARTICLE IV**

**DURATION**

This corporation is to exist perpetually, and its existence is to commence on the date hereon.

**ARTICLE V**

**PRINCIPAL OFFICE AND REGISTERED AGENT**

The principal office and mailing address of the corporation shall be located at ***6800 North Dale Mabry Highway, Suite 154, Tampa, Florida 33614.***

The name and street address of the initial registered agent of the corporation in the State of Florida is: ***Frank J. Greco, Esquire, 1715 N. Westshore Boulevard, Suite 750, Tampa, Florida 33607.*** The Board of Directors may, from time to time, appoint a substitute registered agent and move the registered office or the principal office, or both, to any other address in the State of Florida.

**ARTICLE VI**

**INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) or more director(s) as provided by the By-Laws. This corporation shall have the following initial directors:

NAME	ADDRESS
<i>Anthony F. Maniscalco</i>	<i>6800 North Dale Mabry Highway, Suite 154 Tampa, Florida 33614</i>
<i>Salvatore P. Rodriguez</i>	<i>6800 North Dale Mabry Highway, Suite 154 Tampa, Florida 33614</i>
<i>Jerry Cicconi</i>	<i>6800 North Dale Mabry Highway, Suite 154 Tampa, Florida 33614</i>

**ARTICLE VII**

**INCORPORATORS**

The name and address of the incorporator of this corporation is:

NAME	ADDRESS
<i>Anthony F. Maniscalco</i>	<i>6800 North Dale Mabry Highway, Suite 154 Tampa, Florida 33614</i>

**ARTICLE VIII**

**INDEMNIFICATION**

The corporation shall indemnify all directors and officers, whether or not then in office, who are or become a party, or are threatened to be made a party, to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a director or officer, or is or was serving at the request of the corporation as an officer or director against expenses (including attorneys' fees, including hourly charges for paralegals and other staff members operating under the supervision of an

attorney, whether at trial or appeal), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including any appeal thereof to the fullest extent permitted by law.

**ARTICLE IX**

**BY-LAWS**

The initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

**ARTICLE X**

**AMENDMENT**

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Board of Directors and the Shareholders as specified under the laws of Florida.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed, as Incorporator,

by: **Anthony F. Maniscalco**

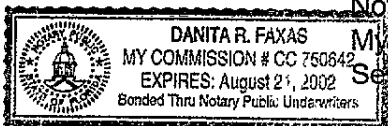
Dated this 8<sup>th</sup> day of December, 2000.

*Anthony F. Maniscalco*  
**Anthony F. Maniscalco**

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 8 day of December, 2000, by **Anthony F. Maniscalco**, who is personally known to me or who has produced \_\_\_\_\_ as identification.

*Danita R. Faxas*  
Printed Name:  
Notary Public

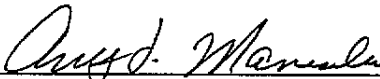


My Commission Expires:  
Serial Number:

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


In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First -- That **Genius, Inc.**, desiring to organize under the laws of the State of Florida with its principal place of business in Hillsborough County, Florida, has named **FRANK J. GRECO, located at 1715 N. Westshore Boulevard, Suite 750, Tampa, Florida 33607**, as its agent to accept service of process within this state.

  
\_\_\_\_\_  
**Anthony F. Maniscalco**  
Incorporator

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.

  
\_\_\_\_\_  
**FRANK J. GRECO**  
Registered Agent

00 DECEMBER 13 PM 2:25  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA