

**Larson-Ibold Inc.**

1570 Cumberland Lane  
Clearwater, Florida 33755

700000117909

December 18, 2000

P.O. Box 6327  
Tallahassee, Florida 32314

**EFFECTIVE DATE**  
01-01-01

Dear Kimberly:

Per your request, please find the enclosed payment for fees for \$87.50. Also included is page five "Acceptance of Registered Agent". We are requesting the effective date of the corporation to be January 1 2001.

Thank you for your assistance. If you have any questions, you can contact me at (727) 298-8071.

Sincerely,



Michael M. Ibold  
Registered Agent/President

300003516983- -5  
-12/29/00 -01048--010  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Michael Ibold GAVE

AUTHORIZATION BY PHONE TO

CORRECT Art. VI, XI & RA Acceptance

DATE 12/28

DOC. EXAM KR

**FILED**  
00 DEC 28 AM 11:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*KR*  
*12/29*



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

December 11, 2000

MICHAEL M IBOLD  
1570 CUMBERLAND LANE  
CLEARWATER, FL 33755-1312

SUBJECT: LARSON-IBOLD INC.  
Ref. Number: W00000029046

We have received your document for LARSON-IBOLD INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State.

The fees for profit and nonprofit, domestic or foreign are as follows:

Filings Fees:	\$35.00
Registered Agent Designation	\$35.00
Certified Copy	\$8.75
Certificate of Status	\$8.75

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6924.

Kimberly Rolfe  
Corporate Specialist Supervisor

Letter Number: 200A00062454

**ARTICLES OF INCORPORATION  
OF LARSON-IBOLD INC.**

**FILED**  
00 DEC 28 AM 11:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article I - Name and Address**

The name, address and principal place of business of this corporation is:

Larson-Ibold, Inc.  
1570 Cumberland Lane  
Clearwater, Florida 33755

**Article II - Purpose**

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be organized under the laws of the United States and the Florida Business Corporation Act and to engage in any business or transaction deemed necessary, convenient or incidental to carrying out any of such business within or without the United States.

**Article III - Capital Stock**

This corporation is authorized to issue 100 shares of common stock, par value US \$1.00 per share (the "Common Stock"). The Board of Directors may authorize the issuance of the Common Stock to such persons upon such terms and for such consideration in cash, property or services as the Board of Directors may determine and as may be allowed by law. The just valuation of such property or services shall be fixed by the Board of Directors. All of the Common Stock, when issued, shall be fully paid and exempt from assessment.

**Article IV - No Preemptive Rights**

Except as to such agreements as the shareholders may execute, no stockholder of this corporation shall, because of his or her ownership of stock have any pre-emptive or other right to purchase, subscribe for or take any part, pro rata or otherwise, of any securities, equity, debt or otherwise, or options, rights or warrants to purchase any such securities issued or sold by this Corporation, whether for cash or for property, and whether now or hereafter authorized.

**Article V - Initial Registered Office and Agent**

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

1570 Cumberland Lane  
Clearwater, Florida 33755

and the name of the initial registered agent of this corporation at such address is Michael Ibold.

#### **Article VI - Incorporator**

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

Michael Ibold  
1570 Cumberland Lane  
Clearwater, Florida 33755

#### **Article VII - Ownership**

It is the intention of the shareholders of this corporation to elect "Subchapter S" status under Section 1361 of the Internal Revenue Code and the regulations promulgated by the Internal Revenue Service thereunder. Consequently, to the extent consistent with applicable law, there may not be more than 35 shareholders of this corporation and each shareholder must be a citizen or resident of the United States.

#### **Article VIII - Board of Directors**

The number of directors may be either increased or decreased from time to time as provided in the By-Laws but shall never be less than one. The names and addresses of the initial directors are:

Stanley W. Larson  
703 Illinois  
Golden, Colorado 80401

Lars Larson  
7271 Shelburne Drive  
Raleigh, North Carolina 27612

Michael Ibold  
1570 Cumberland Lane  
Clearwater, Florida 33755

## **Article IX - Officers**

The name and address of the initial officer of this corporation, who shall hold such office until his successor for such office shall have been duly elected and qualified, are:

President	Michael Ibold 1570 Cumberland Lane Clearwater, Florida 33755
Vice President and Secretary	Stanley W. Larson 703 Illinois Golden, Colorado 80401
Vice President and Treasurer	Lars Larson 7271 Shelburne Drive Raleigh, North Carolina 27612

## **Article X - Indemnification**

**Section 1 - Right to Indemnification.** The corporation hereby indemnifies each person (including the heirs, executors, administrators, or estate of such person) who is or was a director, officer, employee or agent of the corporation to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (but, in the case of any future legislation or decision, only to the extent that it permits the corporation to provide broader indemnification rights than permitted prior to the legislation or decision), against all fines, liabilities, costs and expenses, including attorneys' fees, asserted against him or incurred by him in his capacity as a director, officer, agent, employee, or representative, or arising out of his status as a director, officer, agent, employee or representative. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking an indemnification may be entitled. The corporation may maintain insurance, at its expense, to protect itself and all officers, directors, employees and agents against fines, liabilities, costs and expenses, whether or not the corporation would have the legal power to indemnify them directly against such liability.

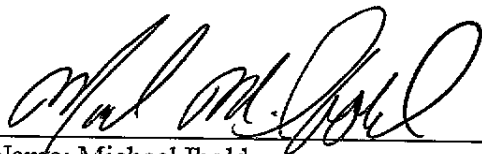
**Section 2 - Advances.** Costs, charges and expenses (including attorneys' fees) incurred by a person referred to in Section 1 of this Article in defending a civil or criminal suit, action or proceeding shall be paid by the corporation in advance of the final disposition thereof upon receipt of an undertaking to repay all amounts advanced if it is ultimately determined that the person is not entitled to be indemnified by the corporation as authorized by this Article, and upon satisfaction of other conditions required by current or future legislation (but, with respect to future legislation, only to the extent that it provides conditions less burdensome than those previously provided).

**Section 3 - Savings Clause.** If this Article or any portion of it is invalidated on any ground by a court of competent jurisdiction, the corporation nevertheless indemnifies each person described in Section 1 of this Article to the fullest extent permitted by all portions of this Article that has not been invalidated and to the fullest extent permitted by law.

**Article XI - Duration**

The duration of the corporation is perpetual, unless sooner liquidated or dissolved in accordance with law. The corporation shall be effective January 1, 2001.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 5 day of November, 2000.

  
\_\_\_\_\_  
Name: Michael Ibold  
Incorporator

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for LARSON-IBOLD, INC.  
at the place designated in the Articles of Incorporation, I hereby agree to act in this capacity, and  
agree to comply with the provisions of Section 607.0505 Fla. Stat.

Dated this 1<sup>ST</sup> day of November, 2000.

By:



Registered Agent

**FILED**

00 DEC 28 AM 11:50

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA