

POI 0000 12948

100003631321--0
-02/02/01--01111--014
*****78.75 *****78.75

01/31/2001

Secretary of State
Divisions of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: Filing of Articles of Incorporation
Urban Ciao, Inc.

Please accept the enclosed original and one copy of Articles of Incorporation for filing. Enclosed also is a check in the amount of \$78.75 to cover the cost of filing fee, registered agent fee and cost for a Certificate of Status.

Sincerely,
Tammie Sanford-Moir
Tammie Sanford-Moir
536 First Avenue North
St Petersburg, FL 33701

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 FEB -2 AM 11:14

FILED

Articles of Incorporation
of
Urban Ciao, Inc.

01 FEB -2 AM 11:14
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, Florida Statutes, Chapter 607, hereby adopts the following Articles of Incorporation.

- FIRST:** The name of said corporation shall be: **Urban Ciao, Inc.**
- SECOND:** The place where the corporation's principal office is to be located is in the County of Lee, is at **536 First Avenue, North, St. Petersburg, FL 33701**
- THIRD:** The corporation may engage in any lawful activity or business permitted under the laws of the United States or of the State of Florida.
- FOURTH:** The maximum number of shares of all classes which the corporation is authorized to have outstanding is TEN THOUSAND (10,000), all of which shall have a par value of One Dollar (\$1.00).
- FIFTH:** The incorporator of this corporation is **Tammie Sanford-Moir** and her address is **536 First Avenue, North, St. Petersburg, FL 33701.**
- SIXTH:** The Board of Directors is hereby authorized to fix and determine and to vary the amount of working capital of the corporation, to determine whether any, and, if any, what part of the surplus, however created or arising, shall be used or disposed of or declared in dividends or paid to shareholders, and without action by the shareholders, to use and apply such surplus, or any part thereof, or such part of the stated capital of the corporation as is lawfully permitted, at any time or from time to time, in the purchase or acquisition of shares of any class, voting trust certificates for shares, bonds, debentures, notes, scrip, warrants, obligations, evidences of indebtedness of the corporation, or other securities of the corporation, to such extent or amount and in such manner and upon such terms as the board of directors shall deem expedient.
- SEVENTH:** Every statute of the State of Florida hereafter enacted, whereby the rights or privileges of shareholders of a Corporation organized under the General Corporation Law of said state are increased, diminished, or in any way affected, or whereby effect is given to any action authorized, ratified, or approved by less than all the shareholders of any such corporation, shall apply to the corporation and shall be binding upon every shareholder thereof to the same extent as if such statute had been in force at the date of the filing of these Articles of Incorporation.

EIGHTH: A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation as a vendor, purchaser, employee, agent, or otherwise. No transaction or contract or act of the corporation shall be void or in any way affected or invalidated by reason of the fact that any director or officer, or any firm of which any director or officer is a member, or any corporation of which any director or officer is a shareholder, director, or trustee, or any trust of which any director or officer is a trustee or beneficiary, is in any way interested in such transaction or contract or act. No director or officer shall be accountable or responsible to the corporation for or in respect of any transaction or contract or act of the corporation or for any gains or profits directly or indirectly realized by him by reason of the fact that he or any firm of which he is a member or any corporation of which he is a shareholder, director, or trustee, or any trust of which he is a trustee or beneficiary, is interested in such transaction or contract or act; provided the fact that such director or officer or such firm or corporation or such trust is so interested shall have been disclosed or shall have been known to the board of directors or such members thereof as shall be present at any meeting of the board of directors at which action upon such contract or transaction or act shall have been taken. Any director may be counted in determining the existence of a quorum at any meeting of the board of directors which shall authorize or take action in respect to any such contract or transaction or act, and may vote thereat to authorize, ratify, or approve any such contract or transaction or act, and any officer of the corporation may take any action within the scope of his authority respecting such contract or transaction or act with like force and effect as if he is a shareholder, director, or trustee, or any trust which he is a trustee or beneficiary, were not interested in such transaction or contract or act. Without limiting or qualifying the foregoing, if in any judicial or other inquiry, suit, cause or proceeding, the question of whether a director or officer of the corporation has acted in good faith is material, then notwithstanding any statute or rule of law or of equity to the contrary (if any there be), his good faith shall be presumed, in the absence of proof to the contrary, by clear and convincing evidence.

NINTH: The corporation, through its board of directors, shall have the right and power to repurchase any of its outstanding shares at such price and upon such terms as may be agreed upon between the corporation and the selling shareholder or shareholders.

TENTH: All shareholders shall have pre-emptive rights as provided in Florida statutes, Chapter 607.

ELEVENTH: No person shall be liable to the corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him as a Director or Officer of the Corporation in good faith, if such person (i) exercised or used the

same degree of care and skill as a prudent man would have exercised or used under the circumstances in the conduct of his own affairs, or (ii) took, or omitted to take, such action in reliance upon advice of counsel for the corporation or upon statements made or information furnished by Officers or employees of the Corporation which he has reasonable grounds to believe or upon a financial statement of the Corporation prepared by an Officer or employee of the Corporation in charge of its accounts or certified by a public accountant or firm of public accountants, or (iii) in good faith considered the assets to be of their book value or followed what he believed to be sound accounting and business practices.

In case any claim, action, suit or proceedings shall be made or brought against any present or future Director or Officer of the Corporation, or any person who may now be serving or in the future may serve at its request as a Director or Officer of another Corporation in which it owns shares, his heirs, executors or administrators, on account of action taken or omitted to be taken by such Directors or Officer of the Corporation or of such other Corporation, the Corporation shall indemnify such present or future Director or Officer, his heirs, executors and administrators, against all or any portion of any expenses actually and necessarily incurred by him in connection with the defense of any such claim, action, suit or proceedings (whether or not he continues to be a Director or Officer at the time of incurring such expenses), such expenses to include any amount paid upon any judgment and the amount of any reasonable settlement made with a view to curtailment of costs of litigation. The Corporation shall not, however, indemnify any such Director or Officer with respect to any matter as to which he shall be finally adjudged in any such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty, nor in respect to any matter on which any settlement or compromise shall be effected, if the total expense, including the amount paid upon such settlement, shall substantially exceed the expense which might reasonably be incurred by such Director or Officer in conducting such litigation to a final conclusion.

The provisions of this paragraph shall be in addition to and not in limitation of any other rights, indemnities or limitations of liability to which any Director or Officer may be entitled as a matter of law. Notwithstanding any repeal of this paragraph or other amendment thereof, the foregoing indemnification shall be binding upon the Corporation (subject only to the exceptions herein above set forth) as to all claims, actions, suits or proceedings, and expenses connected therewith and settlements thereof, as above provided, arising out of matters which occur during, or are referable to, the period to any such repeal or amendment.

TWELFTH: The street address of the initial Registered Office of the corporation is:
536 First Avenue, North, St. Petersburg, FL 33701

The name of the Registered Agent at that address is: **Tammie Sanford-Moir**.

IN WITNESS WHEREOF, the undersigned, being the incorporator, for the purpose of forming a corporation as herein provided under the laws of the State of Florida, does make, subscribe, acknowledge and file the foregoing Articles of Incorporation, hereby certifying the facts herein above to be true, all being done on **January 31, 2001**

Tammie Sanford-Moir
Tammie Sanford-Moir

ACKNOWLEDGMENT BY NOTARY PUBLIC

STATE OF FLORIDA
COUNTY OF LEE

I HEREBY CERTIFY the foregoing instrument was acknowledged before me this 31st day of **January, 2001**, by **Tammie Sanford-Moir** who are personally known to me or who has produced FI D.C as identification and who did (did not) take an oath.

Joann F. Quinton
Notary Public My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED, pursuant to Florida Statutes, Section 48.091, having been named to act as Registered Agent of the corporation known as **Urban Ciao, Inc.** does hereby accept the appointment as Registered Agent of said corporation.

DATED this 31 day of **January, 2001**.

Tammie Sanford-Moir
Tammie Sanford-Moir

FILED
01 FEB -2 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA