



P010000016910

ACCOUNT NO. : 072100000032

REFERENCE : 001312 123706A

AUTHORIZATION :

*Patricia Pigini*

COST LIMIT : \$ 70.00

FILED  
2001 FEB 12 PM 3:51  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ORDER DATE : February 12, 2001

ORDER TIME : 4:15 PM

ORDER NO. : 001312-005

CUSTOMER NO: 123706A

CUSTOMER: Michael Wilson, Esq  
Olmsted & Wilson, P.a.

700003675827--7

Suite 101  
18501 Murdock Circle  
Port Charlotte, FL 33948

DOMESTIC FILING

NAME: ~~ELAT-WORX, INC.~~

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP  
ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sandra Mathis - EXT. 1165

EXAMINER'S INITIALS:

2544  
W01-3363

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DEPARTMENT OF STATE  
DIVISION OF CORPORATE AND  
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

February 13, 2001

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: FLAT-WORX, INC.  
Ref. Number: W01000003363

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for FLAT-WORX, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

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) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 401A00008786

RECEIVED  
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FEB 14 2 28 PM  
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ARTICLES OF INCORPORATION

OF

R & R FLAT-WORX, INC.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE I - NAME

The name of this corporation is R & R FLAT-WORX, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing on the date of filing of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue FIVE HUNDRED (500) shares of ONE DOLLAR (\$1.00) par value common stock, which shall be designated "common shares."

ARTICLE V - PREFERENCE, LIMITATIONS AND  
RELATIVE RIGHTS OF SHARES OF CAPITAL STOCK

Section 1. Voting Rights. 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 outstanding common stock. At each election for directors, every shareholder entitled to vote at such election shall have the right to vote, in person, or by proxy, the number of shares owned by him for as many persons as there are directors to be elected at that time and for whose election he has a right to vote or to accumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

Section 2. Pre-emptive Rights. Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series which he already holds, shall have the right to purchase 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 VI - INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of this corporation is 2221 Murphy Court, Unit 3, Building B, North Port, Sarasota County, Florida, 34286, and the name of the initial registered agent of this corporation at that address is RICHARD D. PIFER.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time as provided in the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

Richard D. Pifer, Jr.

18634 Ayrshire Court  
Port Charlotte, FL 33948

Richard W. Casa

3749 Junction Street  
North Port, FL 34286

#### ARTICLE VIII - INCORPORATOR

The names and addresses of the persons signing these Articles is:

Richard D. Pifer, Jr.

18634 Ayrshire Court  
Port Charlotte, FL 33948

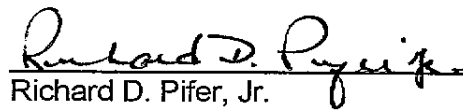
#### ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders; however, any By-Laws adopted by the shareholders, with specific provision providing that such By-Laws shall not be altered, amended or repealed by the Board of Directors, shall be effective to prevent such By-Laws being amended, altered or repealed by said Board of Directors.

#### ARTICLE X - AMENDMENTS

This corporation reserves the right from time to time to amend, alter, repeal, or to add any provision to its Articles of Incorporation in any manner now or hereafter prescribed by the provisions of Chapter 607 of Florida Statutes or any amendment thereto or by the provisions of any other applicable statute of the State of Florida; and all rights conferred upon stockholders by these Articles of Incorporation, or any amendment hereto, are granted, subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 9<sup>th</sup> day of February, 2001.

  
Richard D. Pifer, Jr.

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

Pursuant to Section 607.0501 of the Florida Business Corporation Act, the following is submitted:

That R & R FLAT-WORX, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, at 2221 Murphy Court, Unit 3, Building B, North Port, Sarasota County, Florida 34286, has named RICHARD D. PIFER located at 2221 Murphy Court, Unit 3, Building B, North Port, Sarasota County, Florida 34286, as its agent to accept service of process within this State.

Dated this 9<sup>th</sup> day of February, 2001.

Richard D. Pifer, Jr.  
Richard D. Pifer, Jr.

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TALLAHASSEE FLORIDA

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.

Dated this 9<sup>th</sup> day of February, 2001.

Richard D. Pifer, Jr.  
Richard D. Pifer, Jr.