

PO1000020821
TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

800003767498--5
-02/26/01--01082--002
*****78.75 *****78.75

SUBJECT: _____
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: _____
Name (Printed or typed)

Address
Sensible Property Care, Inc.
5007 Denver St.

Tampa, Fl. 33619

Daytime Telephone number

FILED
01 FEB 26 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

KR
2/27

W-28052



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

November 28, 2000

SENSIBLE PROPERTY CARE, INC.
5007 DENVER STREET
TAMPA, FL 33619

SUBJECT: F & S DIVERSIFIED INC.
Ref. Number: W00000028052

We have received your document for F & S DIVERSIFIED INC.. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State.

Your document will be retained in our pending file.

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

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

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

Kimberly Rolfe
Corporate Specialist Supervisor

Letter Number: 500A00060449

Articles of Incorporation
of
F & S Diversified Inc.

FILED
01 FEB 26 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, 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 said State of Florida, providing for the formation, rights, privileges, immunities and liabilities of Corporations for profit.

Article I - Name

The name of the Corporation shall be:

F & S Diversified Inc.

Article II - Duration

This Corporation shall exist perpetually, commencing on the date of filing 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

The amount of capital with which the Corporation will begin business shall not be specified within these Articles, nevertheless it shall consist of equal investments by all Incorporators.

Article II - Initial Registered Office and Agent

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

5007 Denver Street

Tampa, FL 33619

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

Henry M. Frueh

Article III

This Corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by unanimous vote of the directors, but it shall never be less than one.

Article IIII

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

HENRY M. FRUEH
3321 King Charles Cir.
Seffner, Florida 33584

CHRISTOPHER M. STEBBINS
4203 Springway Cir.
Valrico, FL 33594

The names and addresses of the initial incorporators signing these Articles are as follows:

HENRY M. FRUEH
3321 King Charles Cir.
Seffner, Florida 33584

CHRISTOPHER M. STEBBINS
4203 Springway Cir.
Valrico, FL 33594

Article VIII - Bylaws

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

Article IX - Stock

The number of shares of stock that this corporation is authorized to have outstanding at any one time shall be two (2).

Article X - Adoption of Bylaws

A special meeting of the Directors shall be held for the purpose of completing the organization of the corporation and the adoption of the bylaws and the transaction of such business as may come before the meeting.

Article XI - Amendment

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto.

Article XII - Investments

Any investment made by the incorporators shall consist of equal amounts by each incorporator. In the case where the investment consists of unequal amounts, a loan contract or note shall be made payable to the incorporators for the difference and 1/2 point per month, or 6% annually, of that difference.

Article XIII - Division of Profit or Loss

After all expenditures have been paid, any profit or loss experienced by the corporation shall be distributed in equal amounts to each incorporator, unless otherwise deemed by unanimous vote of the directors.

Article XIV - S Corporation Status

It is the wish of all incorporators and directors of this corporation that F & S Diversified Inc. elect S Corporation status.

Article XV - Distribution of Assets Upon Dissolution

In the event of dissolution, any assets shall be distributed in equal amounts to each incorporator, after all expenditures have been paid, unless otherwise deemed by unanimous vote of the directors.

Article XVI - Provisions for Dissolution

The act of dissolution must be agreed to by all incorporators.

Article XVII - Provisions for Withdrawals

In order for an incorporator to withdraw from the corporation, it must be agreed to by all of the remaining incorporators upon review of real or potential losses and/or profits and notes and/or loans payable to that incorporator or any other incorporator. Upon acceptance of the withdrawal the former incorporator shall not be entitled to any settlement, whether tangible or intangible, nevertheless, a settlement may be awarded as the incorporators and directors deem proper from time to time. The rejection by any incorporator shall constitute a rejection and the incorporator wishing to withdraw from the corporation must then sue for withdrawal.


Article XVIII - Additional Incorporators

The admission of additional incorporators shall occur only upon unanimous consent of all other incorporators.

Article XIX - General Powers

The business and affairs of the corporation shall be managed solely by its board of directors. The directors shall in all cases act as a board, and they may adopt such rules and regulations for the conduct of their meetings and the management of the corporation, as they may deem proper, not inconsistent with the laws of this state.

IN WITNESS WHEREOF, We have hereunto subscribed our names and affixed our seals to these Articles of Incorporation, on this 22 day of November, 2000


HENRY M. FRUEH


CHRISTOPHER M. STEBBINS

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared HENRY M. FRUEH and CHRISTOPHER M. STEBBINS, being duly sworn, deposes and says that they are the individuals described in and who executed the foregoing Articles of Incorporation and acknowledge before me that they executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the above named County and State this _____ day of _____

Notary Public, State of Florida

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

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

F & S DIVERSIFIED INC.

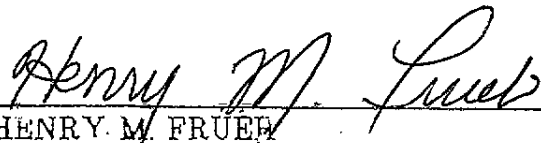
desiring to organize under the laws of the State of Florida with its principal office
as indicated in the Articles of Incorporation at 5007 Denver Street, Tampa,
Florida 33619, County of Hillsborough, State of Florida, has named

HENRY M. FRUEH

at that address, as its agent to accept service of process within this State.


ACKNOWLEDGEMENT:

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


HENRY M. FRUEH

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared HENRY M.
FRUEH, being duly sworn, deposes and says that he has read and executed the
foregoing and knows its contents to be true and correct.


HENRY M. FRUEH

NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires:

FILED

01 FEB 26 AM 9:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA