

PO1000028007



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO.: 072100000032

REFERENCE : 082242 4326591

AUTHORIZATION :

Patricia Piquit

COST LIMIT : \$ 78.75

SECRETARY OF STATE
TALLAHASSEE FLORIDA

2001 MAR 19 PM 1:12

FILED

ORDER DATE : March 19, 2001

ORDER TIME : 10:51 AM

ORDER NO. : 082242-005

CUSTOMER NO: 4326591

CUSTOMER: Dale W. Vash, Esq
Fowler White Gillen Boggs
Villareal & Banker, P.a.
Suite 1700
501 East Kennedy Boulevard
Tampa, FL 33602

400003877084--4

DOMESTIC FILING

NAME: 8505 ADAMO, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Harris - EXT. 1137

EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS
2001 MAR 19 AM 11:30
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TO ACKNOWLEDGE
SUFFICIENCY OF FILING

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3/19/01

ARTICLES OF INCORPORATION
OF
8505 ADAMO, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber, a natural person competent to contract, acting as incorporator of a corporation (hereinafter referred to as the "Corporation") under the provisions of the Statutes of the State of Florida, adopts the following Articles of Incorporation:

ARTICLE 1

NAME

1.1 Name. The name of the corporation is 8505 ADAMO, INC.

ARTICLE 2

PURPOSES AND POWERS

2.1 Purposes. The purposes for which the Corporation is organized are as follows:

(a) To engage in the transaction of any or all lawful business for which corporations may be incorporated

(b) To manufacture, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except, that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery company, building and loan association, cooperative association, fraternal benefit society, state fair or exposition.

(c) To acquire by purchase, lease or otherwise, lands and interest in lands, and to own, hold, improve, develop and manage any real estate so acquired, and to erect, or cause to be erected, on any land owned, held or occupied by the Corporation, buildings or other structures with their appurtenances and to manage, operate, lease, rebuild, enlarge, alter, or improve any buildings or other structures now or hereafter erected on any land so owned, held or occupied, and to encumber or dispose of any lands, or interest in lands; and any buildings or other structures located thereon and any stores, shops, suites, rooms, or part of any buildings or any other structures located on such land at any time owned or held by the Corporation.

(d) To acquire, by purchase, lease, manufacture or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, development, or management of any real property or personal property at any time owned, held or occupied by the Corporation, and to invest, trade and deal in any personal property at any time owned or held by the corporation.

(e) To do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinabove set forth, and to do all other things incidental thereto or connected therewith, which are not forbidden by the Statutes of the State of Florida, by other law, or by these Articles of Incorporation.

(f) To carry out the purposes hereinabove set forth in any state, territory, district or possession of the United States or in any foreign country, to the extent that such purposes are not forbidden by the law of such state, territory, district or possession of the United States or by such foreign country.

2.2 Statutory Powers. Subject to any specific written limitations or restrictions imposed by the Statutes of the State of Florida, by other law, or by these Articles of Incorporation, and solely in furtherance of, but not in addition to, the Corporation shall have and exercise all the powers specified in the Statutes of the State of Florida.

2.3 Specific Powers. Subject to any specific written limitations or restrictions imposed by the Statutes of the State of Florida, by other law, or by these Articles of Incorporation, and solely in furtherance of, but not in addition to, the purposes set forth in Section 2.1 of this Article 2, the Corporation shall have and exercise the following specific powers:

(a) To Appoint Officers and Agents. To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.

(b) To Act as Agent. To act in the State of Florida and in any state, territory, district or possession of the United States or in any foreign country, in the capacity of agent or representative for any individual, association, corporation or other legal entity, respecting any business, the purpose of which is similar to the purposes set forth in Section 2.1 of this Article 2.

(c) To Deal in Real Property. To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, improve, manage, operate, let as lessor, sell, convey, mortgage, either alone or in conjunction with others, real estate of every kind, character and description whatsoever and wheresoever situated, and any interest therein.

(d) To Deal in Personal Property Generally. To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, manage, pledge, hypothecate, exchange, sell, deal in and dispose of, either alone or in conjunction with others, personal property and commodities of every kind, character, and description whatsoever and wheresoever situated, and any interest therein.

(e) To Deal in Securities Generally. To purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, sue, employ, sell, mortgage, lend, pledge, or otherwise dispose of and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any government, state, territory, governmental district or municipality or of any instrumentality thereof.

(f) To Deal in its own Securities. To purchase, take, receive or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of the shares of the Corporation, but it shall not purchase, either directly or indirectly, its own shares except out of its earned surplus or, with the affirmative vote of the holders of at least two-thirds of all shares entitled to vote thereon, out of its capital surplus, except as otherwise permitted by the Statutes of the State of Florida, by other law, or by these Articles of Incorporation.

(g) To Deal in Charters, Licenses, and Membership. To acquire (by application, assignment, purchase, exchange, lease, hire or otherwise), hold, own, use, license, lease, sell, convey or mortgage, either alone or in conjunction with others the absolute or any partial or qualified interest in and to charters, franchises, licenses, permits, whether indeterminate or otherwise, certificates of convenience and necessity, certificates of authority, memberships, seats on commodity and other exchanges, and other authorizations necessary lawfully to accomplish the purposes set forth in Section 2.1 of this Article 2.

(h) To Deal in Inventions, Copyrights and Trademarks. To acquire (by application, assignment, purchase, exchange, lease, hire, or otherwise), hold, own, use, license, lease and sell, either alone or in conjunction with others, the absolute or any partial or qualified interest in and to inventions, improvements, letters patent and applications therefor, licenses, formulas, privileges, processes, copyrights and applications therefor, and trade names and applications therefor.

(i) To Deal in Good Will. To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, use, assign, lease, sell, convey or mortgage, either alone or in conjunction with others, the

rights, property and business of any person, entity, partnership, association or corporation heretofore or hereafter engaged in any business, the purpose of which is similar to the purposes set forth in Section 2.1 of this Article 2.

(j) To Enter Into Profit Sharing Arrangements and Partnerships. To enter into any lawful arrangements for sharing profits, union of interest, reciprocal association, or cooperative association, with any corporation, association, partnership, individual or other legal entity, for the carrying on of any business, the purpose of which is similar to the purposes set forth in Section 2.1 of this Article 2, and to enter into any general or limited partnership the purpose of which is similar to the purposes set forth in Section 2.1 of this Article 2.

(k) To Make Contracts. To enter into, make, perform, and carry out, or cancel and rescind, contracts for any lawful purposes pertaining to its business.

(l) To Execute Guaranties. To make any guaranty respecting stocks, dividends, securities, indebtedness, interests, contracts or other obligations created by any individual, partnership, association, corporation or other entity, to the extent that such guaranty is made pursuant to the purposes set forth in Section 2.1 of this Article 2.

(m) To Borrow Funds. To borrow or raise monies for any of the purposes of the Corporation set forth in Section 2.1 of this Article 2 and, to execute, accept, endorse, and deliver, as evidenced by such borrowing, all kinds of securities including, but without limiting the generality thereof, promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or non-negotiable instruments and evidence of indebtedness; and to secure the payment and full performance of such securities by mortgage on, or pledge, conveyance or assignment in trust of the whole or any part of the assets of the Corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.

(n) To Lend Funds Generally. To lend money for any of the purposes set forth in Section 2.1 of this Article 2, invest its funds from time to time, and take and hold real and personal property as security for the payment of funds so loaned or invested; but to make no loans secured by the shares of the Corporation.

ARTICLE 3

CAPITAL STOCK

3.1 The total number of shares of capital stock authorized to be issued by the corporation (the "Shares") shall consist of one class only and shall be comprised of 100,000 shares of common capital stock

having a par value of \$.01 per share of which (i) 1,000 shares shall be designated voting shares (the "Voting Shares"), entitling the holders thereof one (1) vote with respect to all matters to be properly voted on by the stockholders of the corporation, and (ii) 99,000 shares shall be designated non-voting shares (the "Non-Voting Shares"), entitling the holders thereof to no voting rights. Each Voting Share and each Non-Voting Share shall participate equally in all dividends paid by the corporation and in the assets of the corporation upon its liquidation or dissolution. All or any part of the Shares may be paid for in cash, in property, or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

3.2 In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE 4

INITIAL CAPITAL

4.1 Initial Capital. The amount of capital with which the Corporation will begin business is \$100.00.

ARTICLE 5

PERIOD OF DURATION

5.1 Period of Duration. The period of duration of the Corporation is perpetual.

ARTICLE 6

ADDRESS

6.1 Address. The initial street address of the principal office of the Corporation is 105 U.S. Highway 301 South, Unit E, Tampa, Florida, 33619, and the mailing address is 105 U.S. Highway 301 South, Unit E, Tampa, Florida, 33619. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE 7

Data Respecting Directors

7.1 Initial Board of Directors. The initial Board of Directors shall consist of one (1) member, who need not be a resident of the State of Florida nor a stockholder of the Corporation. The initial Board of Directors shall hold the organizational meeting of the Corporation.

7.2 Names and Addresses. The names and addresses of the members of the initial Board of Directors, who shall serve until the first annual meeting of stockholders or until their successors shall have been elected and qualified are: Andrew M. Harrow, 105 U.S. Highway 301 South, Unit E, Tampa, Florida, 33619.

7.3 Increase or Decrease of Directors. The number of Directors may be increased or decreased from time to time by amendment of the Bylaws, but no decrease shall have the effect of shortening the term of any incumbent Director. The number of Directors shall never be less than one (1) nor more than five (5).

ARTICLE 8

Subscriber

8.1 Subscriber. The name and address of the Subscriber to these Articles of Incorporation is Andrew M. Harrow, 105 U.S. Highway 301 South, Unit E, Tampa, Florida, 33619.

ARTICLE 9

PROVISIONS FOR REGULATION OF THE INTERNAL

AFFAIRS OF THE CORPORATION

9.1 Meetings of Stockholders. Meetings of the stockholders of the Corporation may be held at such place, either within or without the State of Florida, as may be provided in the Bylaws. In the absence of any such provision, all meetings shall be held at the principal office of said Corporation.

9.2 Meetings of Directors. Meetings of the Board of Directors of the Corporation, regular or special, may be held either within or without the State of Florida.

9.3 Bylaws. The initial Bylaws of the Corporation shall be adopted by its Board of Directors. The power to amend, alter or repeal the Bylaws, or to adopt new Bylaws, shall be vested in the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the provisions of Chapter 607 of the Florida Statutes or other law, or these Articles of Incorporation.

9.4 To Whom Shares May Be Sold. Subject to the provisions of Section 3.3 of Article 3 of these Articles of Incorporation, any of the shares of the Corporation may be issued, sold or otherwise disposed of

by it from time to time, to such persons, corporations, or other legal entities, as the Board of Directors of the Corporation may determine.

9.5 Interest of Directors in Contracts. Any contract or other transaction between the Corporation and one or more of its Directors, or between the Corporation and any firm in which one or more of its Directors is a member or employee or in which they are interested, or between the Corporation and any corporation or association in which one or more of its Directors is a stockholder, member, director, officer or employee, or in which they are interested, shall be valid for all purposes notwithstanding the presence of such Director or Directors at the meeting of the Board of Directors of the Corporation which acts upon or in reference to such contract or transaction, and notwithstanding his or her or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the Directors present, such interested Director or Directors to be counted in determining whether a quorum is present but not to be counted in calculating the majority necessary to carry such vote. This Section shall not be construed so as to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

ARTICLE 10

AMENDMENTS

10.1 Amendments to Articles of Incorporation. The Corporation reserves the right, from time to time, to amend, alter or repeal, or to add any provision to its Articles of Incorporation, in any manner now or hereafter prescribed or permitted 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.

ARTICLE 11

DESIGNATION OF REGISTERED AGENT

11.1 Registered Agent. The Registered Agent of the Corporation and his address, until proper notification of change thereof is given to the Secretary of State of the State of Florida, shall be Andrew M. Harrow, 105 U.S. Highway 301 South, Unit E, Tampa, Florida, 33619, and the address of its initial Registered Office is 105 U.S. Highway 301 South, Unit E, Tampa, Florida, 33619.

ARTICLE 12

INDEMNIFICATION OF OFFICERS AND DIRECTORS

12.1 The Corporation may indemnify any officer or director or any former officer or director to the full extent permitted by law.

IN WITNESS WHEREOF, I, the undersigned, have executed this Certificate of Incorporation for the uses and purposes herein stated.

Andrew M. Harrow
ANDREW M. HARROW

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 14th day of March, 2001 by ANDREW M. HARROW, as the acting incorporator of 8505 ADAMO, INC. and he is personally known to me or has produced _____ as identification and did (did not) take an oath.

Judy A. Stanton
Notary Public
Print Name Judy A. Stanton
My Commission Expires:



Judy A. Stanton
Commission # GC 897936
Expires Jan. 2, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

CERTIFICATE DESIGNATING REGISTERED OFFICE FOR
THE SERVICE OF PROCESS WITHIN THE STATE,
NAMING REGISTERED AGENT UPON WHOM
PROCESS MAY BE SERVED

FILED

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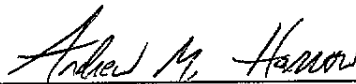
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

That 8505 ADAMO, INC., desiring to organize under the laws of
the State of Florida, with its principal office, as indicated in the
Articles of Incorporation, at the City of Tampa, County of Hillsborough,
State of Florida, has named Andrew M. Harrow as its agent to accept
service of process within this state. Having been named to accept
service of process for the above-stated corporation, at the place
designated in this certificate, I hereby accept to act in this capacity,
and agree to comply with the provisions of said Act relative to keeping
open said office.

REGISTERED OFFICE ADDRESS:

105 U.S. Highway 301 South, Unit E
Tampa, Florida, 33619



ANDREW M. HARROW