

P01000032748

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H01000032192 6)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)922-4001

From:

Account Name : JAMES W. MARTIN, P.A.
Account Number : 072720000066
Phone : (727)821-0904
Fax Number : (727)823-3479

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 MAR 30 PM 2:41

**FLORIDA PROFIT CORPORATION OR P.A.
CAPITAL MACHINE TECH, INC.**

Certificate of Status	3
Certified Copy	3
Page Count	04
Estimated Charge	\$122.50

[Electronic Filing Menu](#)

[Corporate Filing](#)

[Public Access Help](#)

N. CULLIGAN MAR 30 2001 ✓

FILED
P.02
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 MAR 30 PM 2:41

FAX AUDIT NUMBER (((H01000032192 6)))

ARTICLES OF INCORPORATION

OF

CAPITAL MACHINE TECH, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

Article 1. Name. The name of the Corporation shall be: CAPITAL MACHINE TECH, INC. This corporate name is used under license from CAPITAL MACHINE TECHNOLOGIES, INC. (see Trademark License Agreement attached hereto).

Article 2. Address. The address of the principal office and mailing address of the Corporation is: 911 U.S. Highway 301 South, Tampa, Florida 33619.

Article 3. Authorized Shares. The Corporation is authorized to issue one class of shares, which shall be called common shares. Common shares shall have unlimited voting rights and shall be entitled to receive the net assets of the Corporation upon dissolution. The Corporation is authorized to issue 10,000 common shares. Such shares shall have a par value of 10¢ per share.

Article 4. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 911 U.S. Highway 301 South, Tampa, Florida 33619, and the name of its initial Registered Agent at that address is DANIEL J. DeBICKERO.

Article 5. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is two. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows: DANIEL J. DeBICKERO and DANIEL J. PENTAUDI.

Article 6. Incorporator. The name and address of each Incorporator is as follows: DANIEL J. DeBICKERO, 911 U.S. Highway 301 South, Tampa, Florida 33619.

Article 7. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

FAX AUDIT NUMBER (((H01000032192 6)))

FAX AUDIT NUMBER (((H01000032192 6)))

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on March 30, 2001.


DANIEL J. DeBICKERO

ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


DANIEL J. DeBICKERO

Date: March 30, 2001

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 MAR 30 PM 2:41

FAX AUDIT NUMBER (((H01000032192 6)))

FAX AUDIT NUMBER (((H01000032192 6)))

TRADEMARK LICENSE AGREEMENT

AGREEMENT made March 30, 2001, between CAPITAL MACHINE TECHNOLOGIES, INC., a Florida corporation, hereinafter called "Licensor", and CAPITAL MACHINE TECH, INC., a Florida corporation, hereinafter called "Licensee".

WHEREAS, Licensor owns the trademarks and service marks CAPITAL MACHINE TECHNOLOGIES and CAPITAL MACHINE as well as certain slogans, logos and other commercial symbols, and the trade dress and goodwill associated therewith, all of which are hereinafter called the "Marks";

WHEREAS, Licensor is willing to grant Licensee a license to use the Marks in accordance with the terms and provisions of this agreement;

NOW THEREFORE, in consideration of their mutual promises made herein, and for other good and valuable consideration, the parties hereby agree as follows:

1. Recitals. The parties agree that the foregoing recitals are true and correct and are incorporated herein by reference.

2. License. Licensor hereby grants to Licensee a non-exclusive non-assignable license to use the Marks in Licensee's corporate name in Florida, Alabama, Tennessee and Mississippi and in Licensee's advertising and business within the states of Alabama, Tennessee and Mississippi.

3. Term. The term of this license shall be perpetual until cancelled by either party upon written notice to the other party, with or without cause. Upon termination, Licensee agrees to cease and desist all use of the Marks and agrees to change its corporate name to one that does not use the words "CAPITAL" or "MACHINE" or "TECH" or any variation thereof.

4. Royalty. Licensee shall pay Licensor a royalty of One Hundred Dollars a year for this license.

5. Quality Standards. Licensee agrees that the goods and services Licensee sells under the Marks shall be of a quality at least equal to that of the goods and services sold by Licensor on the date of this agreement. Licensor shall have the right to enforce this provision through inspections at any time. Licensee agrees to cure any default of this provision immediately upon giving of written notice by Licensor.


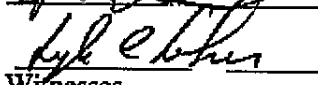
FAX AUDIT NUMBER (((H01000032192 6)))

FAX AUDIT NUMBER (((H01000032192 6)))

6. Miscellaneous. Paragraph headings are for convenience only and are not intended to expand or restrict the scope or substance of the provisions of this agreement. Wherever used herein, the singular shall include the plural, the plural shall include the singular, and pronouns shall be read as masculine, feminine or neuter as the context requires. This agreement may not be assigned or delegated by Licensee without the prior written consent of Licensor.

IN WITNESS WHEREOF, the parties have signed this agreement as of the day and year first above written.

CAPITAL MACHINE TECHNOLOGIES, INC.,
a Florida corporation

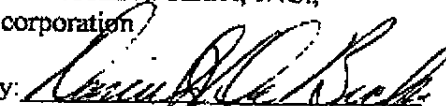


Witnesses

By 
Daniel J. Pentaudi,
as President

CAPITAL MACHINE TECH, INC.,
a Florida corporation



Witnesses

By 
Daniel J. DeBickero,
as President

FAX AUDIT NUMBER (((H01000032192 6)))