

**PD000051556**  
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**FILED**  
01 MAY 17 AM 8:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

May 11, 2001

Katherine Harris,  
Secretary of State  
Florida Department of State  
New Filing Section, Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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-05/17/01--01066--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: ASSETT, INC.

Dear Ms. Harris:

Enclosed herewith please find the original and one copy of the Articles of Incorporation and Acceptance of Registered Agent for the above-named corporation. We are also enclosing our firm check in the amount of \$78.75 representing payment of the following:

- |                                 |         |
|---------------------------------|---------|
| 1) Filing Fee                   | \$35.00 |
| 2) Registered Agent Designation | \$35.00 |
| 3) Certified Copy               | 8.75    |

**EFFECTIVE DATE**  
05-15-01

I would request that you return a certified copy of the Articles of Incorporation to my office at your earliest convenience. In the event you have any further requirements, please do not hesitate to contact us.

Sincerely,

  
GARY A. HEWETSON

GAH:hab  
Encls.

*g/s/24*

ARTICLES OF INCORPORATION  
OF  
ASSETT, INC.

In compliance with the requirements of Florida Statutes Chapter 607, the undersigned being a citizen of the United States, desiring to form a corporation, for profit, does hereby certify:

ARTICLE I  
NAME

The name of the corporation is: ASSETT, INC.

ARTICLE II  
PRINCIPAL OFFICE

The address of the principal office of the corporation is 40347 U. S. Highway 19, North, Suite 136, Tarpon Springs, Florida, 34689.

ARTICLE III  
EFFECTIVE DATE

The effective date of the corporation shall be May 15, 2001.

ARTICLE IV  
PURPOSE

The purpose or purposes for which, or for any of which, the corporation is formed are:

1) to sell products of all kinds, to act as a sales representative for other companies and to manufacture, fabricate, build, sell, lease, and distribute products of every kind and nature.

2) To enter into, promote or conduct any other kind of business, contract or undertaking permitted to corporations for profit organized under the General Corporation Laws of the State of Florida, to engage in any lawful act or activity for which such corporations may be formed and, in connection therewith, to exercise all express and incidental powers normally permitted such corporations.

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**ARTICLE V**  
**CAPITAL STOCK**

The maximum number of shares this corporation is authorized to issue is 10,000, par value \$.01 per share, all of which shall be common shares. All common shares shall be identical with each other in every respect and the holders of common shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

**ARTICLE VI**  
**REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 40347 U. S. Highway 19, North, Suite 136, Tarpon Springs, Florida, 34689, and the name of the initial registered agent of the corporation at that address is Larry Donizetti.

**ARTICLE VII**  
**INITIAL BOARD OF DIRECTORS**

The corporation shall have five (5) directors initially. The number of directors may be increased or decreased from time to time in accordance with the corporation's bylaws. The names and addresses of the initial directors of this corporation are:

Larry Donizetti, 950 Carstairs Court, Tarpon Springs, FL 34698.

Bob Eubanks, 3617 Roblar Avenue, Santa Ynez, CA 93460.

Jim Fremming, 1225 Lake Rogers Circle, Oviedo, FL 32765.

Betsy McInnes, 604 Westover Drive, Nashville, TN 37205

Gary Hewetson, 18400 Gulf Boulevard, Unit 1309, Indian Shores, FL 33785

**ARTICLE VIII**  
**INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is:

Larry Donizetti, 950 Carstairs Court, Tarpon Springs, FL 34698

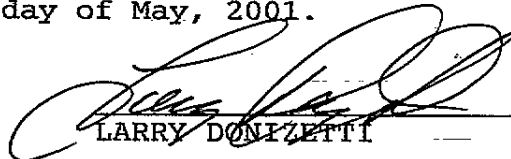
**ARTICLE IX**  
**INDEMNIFICATION**

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

**ARTICLE X**  
**AMENDMENT**

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment thereto.

IN WITNESS WHEREOF, I have subscribed my name to these Articles of Incorporation on the 14 day of May, 2001.

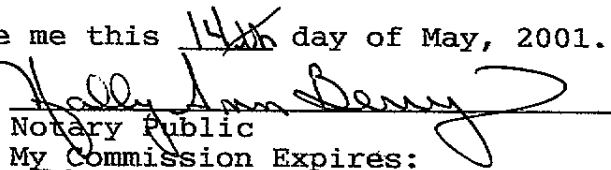
  
LARRY DONIZETTI

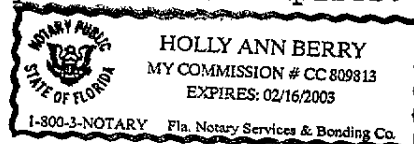
STATE OF FLORIDA        )

COUNTY OF PINELLAS    )

Before me, the undersigned authority, personally appeared LARRY DONIZETTI, who is personally known to me or who has produced Florida Driver's License No: \_\_\_\_\_ as identification, and who being first duly sworn, deposes and says that he is the person who executed the foregoing instrument and that matters alleged therein are true and correct.

SWORN TO AND SUBSCRIBED before me this 14~~th~~ day of May, 2001.

  
Notary Public  
My Commission Expires:



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TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

ASSETT, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in the City of Tarpon Springs, County of Pinellas, State of Florida, has named Larry Donizetti, located at 40347 U. S. Highway 19, North, Suite 136, Tarpon Springs, Florida, 34689, 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 the Articles Of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties. The undersigned is familiar with and accepts the obligations provided for in Florida Statutes 607.0501(3).

  
LARRY DONIZETTI

Dated: 5-14-01