

**P01000073988**

**Elbridge Smith  
10132 Grove Drive  
Port Richey, Florida 34668**

July 19, 2001

Florida Department of State  
Corporation Division/New Filings  
Post Office Box 6327  
Tallahassee, Florida 32314

600004496136--9  
-07/25/01-01095--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: Articles of Incorporation

Dear Sir/Madam:

I am enclosing herewith an original and one copy of the Articles of Incorporation for **ActuGator, Inc.**, together with a check in the amount of \$78.75 which should cover the cost of filing the articles and a certificate of incorporation.

I would appreciate your filing the articles and returning a copy to me as soon as possible. If you require anything further, please advise.

Sincerely,

  
Elbridge Smith

Enclosure  
/es

**FILED**  
01 JUL 25 AM 9:13  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

 **T. Burch JUL 27 2001**

**ARTICLES OF INCORPORATION**

**OF**

**ACTUGATOR, INC.**

**ARTICLE I - NAME**

The name of this corporation is ActuGator, Inc.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence, commencing upon the filing of the Articles of Incorporation with the Secretary of the State of Florida.

**ARTICLE III - PURPOSE**

The purpose of this corporation is to engage in transacting any and all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares of common stock at a par value of \$1.00 per share.

**ARTICLE V - PRINCIPAL PLACE OF BUSINESS**

The principal place of business of this corporation shall be 10132 Grove Drive, Port Richey, Florida 34668.

**ARTICLE VI - REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 10132 Grove Drive, Port Richey, Florida 34668. The name of the initial registered agent of this corporation is Elbridge Smith.

**FILED**  
01 JUL 25 AM 9:13  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

## **ARTICLE VII - INITIAL BOARD OF DIRECTORS AND OFFICERS**

The initial directors and officers of this corporation shall be as follows:

President/Secretary/Treasurer: Elbridge Smith

## **ARTICLE VIII - RIGHTS OF INITIAL DIRECTORS**

The corporation shall have at least one (1) but no more than five (5) directors. Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director becomes a Shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. Future Directors need not be shareholders. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment until after the adoption of the By-laws at the initial meeting of shareholders and directors following which the procedures set forth herein or in the By-laws, as may be amended from time to time, shall control.

## **ARTICLE IX - INCORPORATORS AND SUBSCRIBERS**

The names of the Incorporator and subscribers and the name of shares taken is as follows:

Incorporator: Elbridge Smith 1,000 shares

## **ARTICLE X - BY-LAWS**

The power to adopt, alter, amend or repeal By-laws shall be vested in the board of Directors and the shareholders.

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#### **ARTICLE XI - RESTRICTIONS ON TRANSFER OF STOCK**

Shares of the corporation may be transferred to the corporation, to other stockholders in the corporation or to third persons, but any sale or other transfer to a third person must be approved in advance by the Board of Directors and shall be subject to all terms and conditions or any shareholders agreement in effect at that time.

#### **ARTICLE XII - CUMULATIVE VOTING**

At each election of Directors, every shareholder entitled to vote at such election shall have the right to cumulate 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 principle among any number of such candidates.

#### **ARTICLE XIII - INDEMNIFICATION**

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

#### **ARTICLE XIV - AMENDMENT**

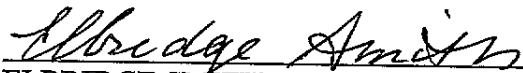
The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto and any right conferred upon the shareholders is subject to this reservation.

#### **ARTICLE XV - PREEMPTIVE RIGHTS**

Each shareholder of this Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this Corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this Corporation, in the ratio that the number of shares he holds at the time of issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by

affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

**IN WITNESS WHEREOF**, the undersigned incorporators and subscribers have executed these Articles of Incorporation, this 19<sup>th</sup> day of July, 2001.

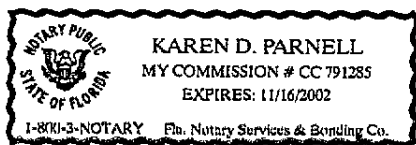
  
\_\_\_\_\_  
ELBRIDGE SMITH, Incorporator  
10132 Grove Drive  
Port Richey, Florida 34668

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of July, 2001, by ELBRIDGE SMITH, President/Secretary/Treasurer of ACTUGATOR, INC., on behalf of the corporation, who is personally known to me or produced the following as identification:  
O/L S530-213-60-217-0

Karen D. Parnell  
Notary Public - Signature

(SEAL)



Having been named as Registered Agent to accept service of process for ActuGator, Inc. at 10132 Grove Drive, Port Richey, Florida 34668, I agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Elbridge Smith  
ELBRIDGE SMITH, Registered Agent