

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

**PO1000082869**

The Florida Space Needle, Inc.

FILED  
01 AUG 22 AM 11:57

SECRET  
TALLAHASSEE  
STATE  
FLORIDA

900004548799-9

-08/22/01--01053--001

\*\*\*\*\*78.75 \*\*\*\*\*78.75

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

2001 AUG 22 AM 10:55

TO BE RETURNED  
TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

- ☒ Art of Inc. File  
☐ LTD Partnership File  
☐ Foreign Corp. File  
☐ L.C. File  
☐ Fictitious Name File  
☐ Trade/Service Mark  
☐ Merger File  
☐ Art. of Amend. File  
☐ RA Resignation  
☐ Dissolution / Withdrawal  
☒ Annual Report / Reinstatement  
☒ Cert. Copy  
☐ Photo Copy  
☐ Certificate of Good Standing  
☐ Certificate of Status  
☐ Certificate of Fictitious Name  
☐ Corp Record Search  
☐ Officer Search  
☐ Fictitious Search  
☐ Fictitious Owner Search  
☐ Vehicle Search  
☐ Driving Record **J. BRYAN AUG 22 2001**  
☐ UCC 1 or 3 File  
☐ UCC 11 Search  
☐ UCC 11 Retrieval  
☐ Courier

EFFECTIVE DATE

08-21-01

Signature \_\_\_\_\_

Requested by: KC

Date 8/22

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

**ARTICLES OF INCORPORATION  
OF  
THE FLORIDA SPACE NEEDLE, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is The Florida Space Needle, Inc.

EFFECTIVE DATE

08-21-01

**ARTICLE II - DURATION**

This corporation shall have a perpetual existence commencing upon the execution of these Articles of Incorporation.

**ARTICLE III - PURPOSE**

The purpose of this corporation is to engage in any legal and lawful act or activity for which corporations may be organized under the laws of the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 500 shares of \$1.00 par value common stock. The number of shares to be issued to the initial subscribers and the consideration to be furnished for those shares are as follows:

**SUBSCRIBER**

**NUMBER OF SHARES**

Robert L. Beals

500

Except as otherwise required by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares of stock of this corporation.

**ARTICLE V - PRINCIPAL ADDRESS,  
INITIAL REGISTERED OFFICE AND AGENT**

The initial street address of the principal place of business of the corporation is 201 North Riverside Drive, Suite B, Indialantic, Florida 32903. The street address of the initial registered office of this corporation is 201 North Riverside Drive, Suite B, Indialantic, Florida 32903, and the name of the initial registered agent of this corporation at that address is Robert L. Beals.

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1). The name and address of the initial director of this corporation is:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Robert L. Beals	201 North Riverside Drive, Suite B, Indialantic, Florida 32903

**ARTICLE VII - INCORPORATORS**

The name and address of the person signing these Articles and initially subscribing to the capital stock is:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Robert L. Beals	201 North Riverside Drive, Suite B, Indialantic, Florida 32903

**ARTICLE VIII - BYLAWS**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the holders of common stock of this corporation.

**ARTICLE IX - APPROVAL OF SHAREHOLDERS  
REQUIRED FOR MERGER**

The approval by a majority of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

#### **ARTICLE X - DIRECTORS COMPENSATION**

The shareholders of the common stock of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

#### **ARTICLE XI - I.R.S. SECTION 1244**

It is the intent of the incorporator to qualify the shares of common stock issued hereunder as "Section 1244 Stock" pursuant to Section 1244 of the Internal Revenue Code of 1986, as amended.

#### **ARTICLE XII - INDEMNIFICATION**

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

#### **ARTICLE XIII - INTERLOCKING OFFICERS AND DIRECTORS**

No contract or other transaction between the corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the Directors or Officers of this corporation is or are interested in, or is a member, stockholder, director or officer, or are members, stockholders, directors or officers of such other firm or corporation; and any Director or Officer, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested; and no contract, act or transaction of this corporation with any person or persons, firm, association or corporation, shall be affected or invalidated by reason of the fact that any Director or Directors or Officer or Officers of this corporation is a party or are parties to, or interested in, such contract, act or association or corporation and each and every person who may become a Director or Officer of the corporation is hereby relieved from any liability that might otherwise exist from thus contracting with this corporation for the benefit of himself or any firm, association or corporation in which he may be in any ways interested.

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

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

#### **ARTICLE XV - DIVIDENDS ON COMMON STOCK**

The holders of the issued and outstanding common stock shall be entitled to receive, when and as declared by the Board of Directors, solely out of unreserved and unrestricted earned surplus, dividends payable in cash, in property or in shares of the common stock of the corporation.


No dividends shall be paid upon the common stock in any medium if the corporation is, or is

thereby, rendered incapable of paying its debts as they become due in the usual course of business.

**ARTICLE XVI - AFFILIATED TRANSACTIONS**

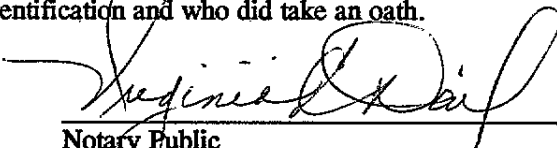
The corporation expressly elects that it shall not be governed by Section 607.0901, Florida Statutes (1991), as amended from time to time or any corresponding provisions of Florida Statutes.

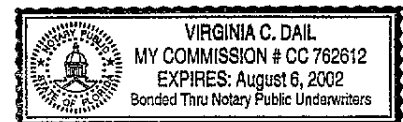
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21 day of Aug, 2001.

  
Robert L. Beals

STATE OF FLORIDA       )  
                                  ) ss.  
COUNTY OF BREVARD    )

The foregoing instrument was acknowledged before me this 21 day of August, 2001, by Robert L. Beals, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did take an oath.

  
Notary Public  
State of Florida at Large  
My Commission Expires:



**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

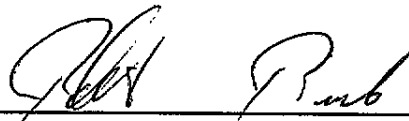
The Florida Space Needle, Inc.


2. The name and address of the registered agent and office is:

Robert L. Beals  
201 North Riverside Drive, Suite B,  
Indialantic, Florida 32903

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I 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.

  
\_\_\_\_\_  
Robert L. Beals

  
\_\_\_\_\_  
Date