

# PO10001000821

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## FLORIDA PROFIT CORPORATION OR P.A.

PPI TECHNOLOGIES, INC.

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N. Culligan: OCT 17 2001

**ARTICLES OF INCORPORATION  
OF  
PPI TECHNOLOGIES, INC.**

**ARTICLE I. NAME**

The name of this corporation shall be PPI TECHNOLOGIES, INC.

**ARTICLE II. PRINCIPAL OFFICE**

The mailing address and principal place of business of the corporation is 1219  
Tallevast Road, Airport Commerce Center, Sarasota, Florida 34243.

**ARTICLE III. COMMENCEMENT & DURATION**

The commencement of this corporation's existence shall be at the time of signing of  
these Articles of Incorporation. This corporation's duration shall be perpetual.

**ARTICLE IV. PURPOSE**

The general purposes for which the corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be  
incorporated under the Florida General Corporation Act. No other purpose limits this general  
purpose in any way.

Joseph L. Najmy, Esq.  
Fla. Bar No. 0847283  
Harlee, Porges, et al.  
1205 Manatee Avenue West  
Bradenton, Florida 34205  
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B. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE V. CAPITAL STOCK

This corporation shall have the authority to issue a total of Twelve Million (12,000,000) shares of One Dollar (\$1.00) par value common capital stock in the following amounts with respect to voting and non-voting rights:

- A. 1,200,000 shares of voting common stock having a par value of \$1.00 per share; and
- B. 10,800,000 shares of non-voting common stock having a par value of \$1.00 per share.

There shall be no distinction between the rights and privileges of shares of this Corporation except in regard to voting rights.

ARTICLE VI. PREEMPTIVE RIGHTS

Each shareholder of the 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 bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation,

stating the prices, terms and conditions of the 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.

#### ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be two (2). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one (1).

The name and address of the individual who shall serve as the Initial Board Of Directors is: R. CHARLES MURRAY, 1219 Tallevast Road, Airport Commerce Center, Sarasota, Florida 34243 and YVONNE MURRAY, 1219 Tallevast Road, Airport Commerce Center, Sarasota, Florida 34243

#### ARTICLE VIII. INDEMNIFICATION

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

#### ARTICLE IX. INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's initial registered office shall be: 1219 Tallevast Road, Airport Commerce Center, Sarasota, Florida 34243.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: R. CHARLES MURRAY.

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is: R. CHARLES MURRAY, 1219 Tallevast Road, Airport Commerce Center, Sarasota, Florida 34243.

ARTICLE XI. AMENDMENT OF ARTICLES

The power to adopt, alter, amend or repeal the Articles Of Incorporation of this corporation shall be vested in the voting shareholders by a seventy-six percent (76%) vote of the shareholders' voting stock.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 17<sup>th</sup> day of ~~August~~ <sup>October</sup>, 2001.

  
R. CHARLES MURRAY, Incorporator

STATE OF FLORIDA  
COUNTY OF MANATEE

On October 17, 2001, R. CHARLES MURRAY, designated above as the individual who shall serve as this corporation's incorporator, who is (  ) personally known to me or (  ) produced \_\_\_\_\_ as identification, and who did not take an oath personally appeared before me and signed these Articles Of Incorporation.



  
Notary Public, State of Florida

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of PPI TECHNOLOGIES, INC., which is contained in the foregoing Articles of Incorporation. Pursuant to Section 607.0501(3), Florida Statutes (2001), I hereby state that I am familiar with and accept the duties, obligations and responsibilities as Registered Agent for said corporation.

DATED this 17<sup>th</sup> day of ~~August~~ <sup>October</sup>, 2001.

  
\_\_\_\_\_  
R. CHARLES MURRAY, Registered Agent

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