

PO 1000104160  
TIMOTHY B. PERENICH, P.A.  
A PROFESSIONAL ASSOCIATION

180 ALTERNATE 19 NORTH  
PALM HARBOR, FLORIDA 34683

TELEPHONE: 727.787.7212  
FACSIMILE: 727.771.8800

October 24, 2001

**Via First Class Mail**

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

FILED  
01 OCT 26 AM 9:53  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
400004654914--9  
-10/26/01--01045--023  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

**Re: Incorporation:**

**eLOOP, INC.**

Dear Secretary of State:

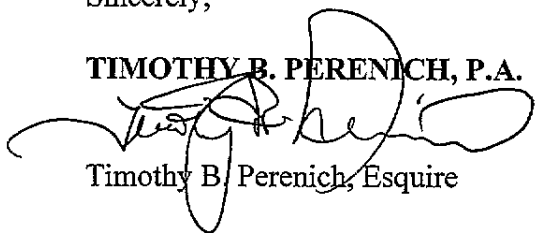
I have enclosed an original and one copy of Articles of Incorporation for the above captioned corporation. I have also enclosed a check in the amount of \$70.00 representing the filing fee.

Please file the original Articles of Incorporation and date stamp and return the copy in the enclosed self addressed postage prepaid envelope.

Thank you for your help in this matter.

Sincerely,

TIMOTHY B. PERENICH, P.A.



Timothy B. Perenich, Esquire

TBP/cwp  
enclosures

6

OCT 29 2001

**ARTICLES OF INCORPORATION**

**OF**

**ELOOP, INC.**

**FILED**

**01 OCT 26 AM 9:53**

**SECRETARY OF STATE  
TALLAHASSEE FLORIDA**

---

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a profit corporation (the "**Corporation**") under the Florida Business Corporation Act (the "**Act**"), as follows:

**ARTICLE I**

**Name**

The name of the Corporation is:

**ELOOP, INC.**

**ARTICLE II**

**Term of Existence**

Corporate existence will commence upon the date of filing of these Articles of Incorporation, in accordance with the provisions of Section 607.0203(1) of the Act, and the Corporation will have perpetual existence thereafter.

**ARTICLE III**

**Principal Office**

The principal office of the Corporation is 16213 Hoylake Drive, Odessa, FL 33556.

**ARTICLE IV**

**Capital Stock**

The Corporation is authorized to issue one thousand (1,000) shares of one dollar (\$1.00) par value common stock, which will be designated Common Stock.

**ARTICLE V**  
**Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is 180 Alternate 19 North, Palm Harbor, FL 34683, and the name of its initial registered agent at such address is Timothy B. Perenich, Esquire.

**ARTICLE VI**  
**Directors**

The Corporation will have one (1) director initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation will always have at least one (1) but no more than five (5) directors. The name and address of the initial director of the Corporation, who will serve until his or her successor is duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Vince Poole	16213 Hoylake Drive Odessa, FL 33556

**ARTICLE VII**  
**Incorporator**

The name and address of the incorporator signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Timothy B. Perenich, Esquire	180 Alternate 19 North Palm Harbor, FL 34683

**ARTICLE VIII**  
**Preemptive Rights**

Each shareholder of the Corporation will have the first right to purchase shares (and any securities convertible into such shares) of any class, kind or series of the Corporation's capital stock that may from time to time be issued, whether or not presently authorized, including treasury shares, in the ratio that the number of shares such shareholder holds at the time of issuance bears to the total number of shares then outstanding, exclusive of treasury shares. Any shareholder's preemptive rights will be waived if such shareholder does not exercise his or her

preemptive rights by tendering full payment to the Corporation within thirty (30) days of receipt of written notice from the Corporation stating the prices, terms and conditions for the sale of such shares (or securities convertible into such shares). A shareholder may also waive his or her other preemptive rights by affirmative written notice of waiver within thirty (30) days of receipt of notice of the Corporation's issuance of shares.

**ARTICLE IX**  
**Affiliated Transactions**

Pursuant to the provisions of Section 607.0901(5)(a) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions as set forth in Section 607.0901 of the Act. Therefore, the terms of Section 607.0901 will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

**ARTICLE X**  
**Control Share Acquisitions**

Pursuant to the provisions of Section 607.0902(5) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions described in Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

**ARTICLE XI**  
**Bylaws**

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

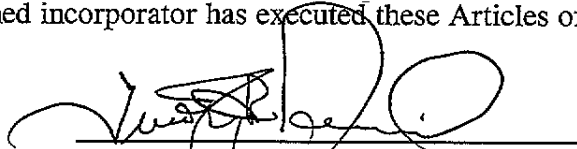
**ARTICLE XII**  
**Indemnification**

The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

**ARTICLE XIII**  
**Amendment**

These Articles of Incorporation may be amended in the manner provided by law.

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation on October 17, 2001.

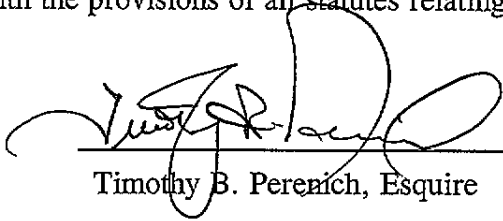
A handwritten signature in black ink, appearing to read 'Timothy B. Perenich', is written over a horizontal line. The signature is stylized and cursive.

Timothy B. Perenich, Esquire,  
Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

Having been named Registered Agent and designated to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I agree to act in such capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties.

Dated: October 17, 2001



\_\_\_\_\_  
Timothy B. Perenich, Esquire

FILED  
01 OCT 26 AM 9:53  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA