

P01000115762



ACCOUNT NO. : 072100000032  
REFERENCE : 595550 81491A  
AUTHORIZATION :  
COST LIMIT : \$ PPD

FILED  
2001 DEC -6 PM 3:04  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ORDER DATE : December 6, 2001  
ORDER TIME : 10:22 AM  
ORDER NO. : 595550-005  
CUSTOMER NO: 81491A

CUSTOMER: Joseph G. Galardi, Esq  
Jones Foster Johnston & Stubbs  
Suite 1100  
505 S. Flagler Drive  
West Palm Beach, FL 33401

RECEIVED  
01 DEC -6 AM 11:27  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE FLORIDA

DOMESTIC FILING

NAME: TAZEL, INC.

500004711625-1  
-12/06/01-01044-014  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115  
EXAMINER'S INITIALS:

*NS*  
*12/6/01*

ARTICLES OF INCORPORATION  
OF  
TAZEL INC.

FILED

2001 DEC -6 PM 3: 04

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge and file these Articles  
for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I

Name

The name of this corporation shall be Tazel Inc.

ARTICLE II

Purpose

This corporation is organized for the purpose of transacting any or all lawful  
business.

ARTICLE III

Capital Stock

The capital stock of this corporation shall consist of 100 shares of common stock  
of \$1.00 par value, fully paid and non-assessable.

ARTICLE IV

Principal Office and Mailing Address

The Principal Office and the Mailing Address of this corporation is 2026 20<sup>th</sup>  
Court, Jupiter, Florida 33477.

## ARTICLE V

### Registered Agent/Registered Office

The initial Registered Agent of this corporation is Matthew Tacilauskas, located at the Registered Office of the corporation at 2026 20<sup>th</sup> Court, Jupiter, Florida 33477.

## ARTICLE VI

### Initial Board of Directors

This corporation shall initially have two (2) Directors. The number of Directors may be changed from time to time by the By-Laws but shall never be less than one (1).

The name and address of the initial Directors are:

Matthew Tacilauskas  
2026 20<sup>th</sup> Court  
Jupiter, Florida 33477

Stephany Tacilauskas  
2026 20<sup>th</sup> Court  
Jupiter, Florida 33477

## ARTICLE VII

### Special Provisions

The following special provisions shall govern this corporation:

A. The time and place of the annual shareholders' meeting and the annual directors' meeting shall be fixed and provided for in the by-laws, and notice of same shall be given in one of the methods provided by law. Any shareholder or director may waive notice of the time, place and purpose of any meeting either before, at or after such meeting.

B. There shall be a President, a Secretary and a Treasurer of this corporation, and such assistants as the shareholders may, by resolution, determine to be necessary and/or as provided in the by-laws. This corporation may also have such other officers, assistants and factors as may be determined necessary and provided for by resolution of the shareholders and/or in the by-laws. Any person may hold two or more offices. The shareholders may, at any time, by majority vote at a duly-called and noticed meeting declare any office or directorship vacant or remove any officer or director and elect a successor thereto. Additionally, directors may, at any time, by majority vote at a duly-called and noticed meeting declare any office vacant or remove any officer and elect a successor thereto.

C. The directors may describe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security for the issuance of new certificates.

D. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office or directorship in this corporation.

E. No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers or directors of the corporation is or are interested in or is an officer or director or are officers or directors of such other corporations, and any officer, officers or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction of the corporation or in which the corporation is interested, and no contract, act, or transaction of the corporation with any

person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer, officers or directors of the corporation is a party or parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become an officer or director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

F. Upon the proposed sale of any issued (or treasury) stock of this corporation, any holder of issued shares of this corporation of the same class or series shall have the right to purchase his prorata share of such unissued or treasury shares as are proposed for sale as nearly as may be done without the issuance of fractional shares at the price at which such shares are offered to others.

## ARTICLE VIII

### Officers

The initial officers of the corporation who shall conduct the business of the corporation during the first year of its existence or until their successors are elected and qualified shall be:

Matthew Tacilauskas, President/Treasurer

Stephany Tacilauskas, Vice President/Secretary

ARTICLE IX

Incorporator

The name and address of the incorporator is:

Joseph Galardi  
505 South Flagler Drive  
Suite 1100  
West Palm Beach, Florida 33401

ARTICLE X

Amendment

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on officers and shareholders herein are granted subject to this reservation.

ARTICLE XI

Commencement

The corporation shall commence its existence upon filing with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 5th day of December, 2001.


  
\_\_\_\_\_  
Joseph Galardi, Incorporator

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

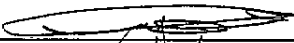
Pursuant to the provisions of Section 607.0601 of the Florida Business Corporation Act, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent, in the state of Florida.

1. The name of the Corporation is TAZEL, INC.
2. The name and address of the registered agent and office of the corporation is:

Matthew Tacilauskas  
2026 20th Court  
Jupiter, Florida 33477

  
\_\_\_\_\_  
Print Name: Matthew Tacilauskas  
Title: President  
Date: 12/5/01

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 AN ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
\_\_\_\_\_  
Date: 12/5/01

N:\JGG\misc\TAZEL CORP.DESIGNATIONOFREGISTEREDAGENT.doc

**FILED**  
2001 DEC -6 PM 3:04  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA