



**Daniel S. Wallace, P.A.**

434 N. Grandview Avenue  
Daytona Beach, Florida 32118-3928

386/252-1133 & 386/252-1134  
Fax: 386/230-0320

March 12, 2002

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

Secretary of State  
Division of Corporations  
409 East Gaines Street  
P. O. Box 6327  
Tallahassee FL 32314

Board Certified  
Civil Trial  
Lawyer

Re: DEVANNA CORPORATION

Dear Sir:

Enclosed you will find the original and one copy of Articles of Incorporation for the above-referenced corporation.

My check in the amount of \$78.75 is enclosed to cover the following fees:

Filing Fee	\$ 35.00
Certified Copy	8.75
Registered Agent Designation	35.00

Board Certified  
Wills, Trusts, and  
Estates Lawyer

Please file these articles and return a certified copy to my office.

Thank you.

Sincerely,

*Dan*

DANIEL S. WALLACE

DSW:vb  
Enclosure

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 MAR 14 PM 9:21

Certified Circuit  
& County Court  
Mediator

3-21-02  
WC

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 MAR 14 PM 9:21

**ARTICLES OF INCORPORATION  
OF  
DEVANNA CORPORATION**

The undersigned, for the purpose of forming a corporation under the Laws of the State of Florida, hereby adopt the following Articles of Incorporation.

**ARTICLE I: NAME**

The name of this corporation is **DEVANNA CORPORATION**.

**ARTICLE II: TERM OF EXISTENCE**

This corporation shall have perpetual existence.

**ARTICLE III: NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is as follows:

(a) To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

(b) To engage in any activity or business permitted under the laws of the United States and of this state.

(c) To engage in the business of manufacturing, purchasing, or otherwise acquiring and owning, and selling, distributing, assigning, transferring or otherwise disposing of and investing in, trading in, dealing in and with, at wholesale or retail, goods, wares, merchandise, property, and services of every class, kind and description.

(d) To consolidate or merge with any other corporation.

(e) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(f) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(g) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(h) To lend money to, and use its credit to assist its officers and employees in accordance with Florida Statute §607.141 as amended.

(i) To purchase, take, receive, subscribe for, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(j) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(k) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(l) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(m) To make donations for the public welfare or for charitable, scientific, or educational purposes.

(n) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors,

officers, and employees and for any or all of the directors, officers and employees of its subsidiaries.

(o) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.

(p) To have and exercise all powers necessary or convenient to effect its purposes.

(q) To have, exercise, and enjoy all of the rights and privileges of corporations for profit as conferred by the laws of the State of Florida, it being expressly provided that the enumeration of the specific powers and purposes shall not be held to limit or restrict in any manner the general powers of the corporation.

(r) To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries. To contract debts and borrow money issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instrument to secure the payment of corporate indebtedness as required.

(s) To purchase the corporate assets of any other corporation and engage in the same or other character of business. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

#### ARTICLE IV: CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$1.00 par value common stock which shall be the aggregate number of shares which this corporation has authority to issue. The consideration to be paid for each share shall be in money, property, or services and the amount shall be fixed by the Board of Directors.

#### ARTICLE V: INITIAL CAPITAL

The amount of capital with which this corporation will begin business is Five Hundred and No/100 (\$500.00) Dollars.

#### ARTICLE VI

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at a price at which it is offered to others.

#### ARTICLE VII: ADDRESS

The initial post office address of the principal office of the corporation in the State of Florida is:

2281 Tomoka Farms Road  
Daytona Beach, Florida 32128

The Board of Directors from time to time may move the principal office to any other address in Florida.

#### ARTICLE VIII: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

2281 Tomoka Farms Road  
Daytona Beach, Florida 32128

and the name of the initial registered agent of this corporation at that address is:

Michael R. Poniatowski

#### ARTICLE IX: INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by bylaws adopted by the shareholders but shall never be less than one.

The names and addresses of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Michael R. Poniatowski	2281 Tomoka Farms Road Daytona Beach, Florida 32128
Lydia S. Poniatowski	2281 Tomoka Farms Road Daytona Beach, Florida 32128

#### ARTICLE X: INCORPORATOR

The names and addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
Michael R. Poniatowski	2281 Tomoka Farms Road Daytona Beach, Florida 32128

#### ARTICLE XI: TRANSFER OF STOCK

The stock of this corporation shall be restricted as to transfer. No stockholder shall sell, assign, encumber or otherwise dispose of his stock either in whole or in part, during his lifetime, without first making a written offer to sell such shares to the corporation. The corporation shall have sixty (60) days within which to elect to purchase the stock of the withdrawing stockholder at a price which shall be either the price at which it was offered to the corporation or the book value of the stock, whichever is lower. The book value of the stock shall be determined by the certified public accountant then servicing the corporation, ascertaining the assets and liabilities of the corporation as of the end of the month during which the written offer of the stockholder shall have been made in accordance with generally accepted accounting principals, except that good will and other

intangible property shall be deemed of no value and shall be excluded and not considered. The accountant shall determine the net assets by subtracting the liabilities from the assets and shall divide the net assets by the number of common shares issued and outstanding to arrive at the value of each common share. The purchase price, if the book value price is used, shall then be the value of each share, multiplied by the number of shares held by the withdrawing stockholder.

If no election to purchase the stock of the withdrawing stockholder is made by the corporation, then the withdrawing stockholder shall make a written offer to sell his stock to the other stockholders of the corporation for the same price and subject to the same conditions as offered to the corporation. Each stockholder shall be empowered to purchase a portion of the shares offered based on the ration of the shares owned by all of the nonwithdrawing stockholders, except that if any stockholder does not purchase his portion of the shares offered, such portion shall then be available to the other stockholders on a proportional basis.

If no election is made, either by the corporation or by any of the other stockholders to purchase the offered stock, the withdrawing stockholder shall be free to dispose of his stock without regard to the terms of this Article; provided, however, that the sale of such stock shall not be made at any lower price than that at which it was offered the corporation originally and provided further that the sale of stock shall not be made later than 120 days after the stock was offered to the corporation or the other stockholders as set forth herein.

All stock issued by the corporation shall have a reference upon the certificate of stock as follows: "NOTICE IS HEREBY GIVEN that the sale, assignment, transfer, pledge, or other disposition of the shares of capital stock represented by this certificate are subject to restrictions upon transfer as set forth in the Articles of Incorporation of this corporation,

a copy of said Articles being on file in the office of the Secretary of the corporation and the Office of the Secretary of State of the State of Florida." Any attempted sale in violation of this provision shall be null and void.

#### ARTICLE XII: PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any new stock of the same kind, class, or series as that which he already holds, shall have the rights to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others, which price, in the case of par value shares, may be in excess of par.

#### ARTICLE XIII: INDEMNITY

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

#### ARTICLE XIV: BOARD MEETINGS

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

#### ARTICLE XV: AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto in the manner provided by law and any right conferred upon the shareholders is subject to this reservation. Every amendment shall be approved by the holder or holders of a majority of the stock entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles

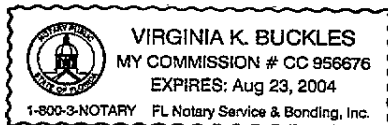


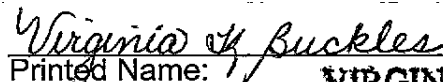
of Incorporation this 11th day of March, 2002.

  
MICHAEL R. PONIATOWSKI


STATE OF FLORIDA  
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 11th day of March, 2002, by MICHAEL R. PONIATOWSKI who is personally known to me or who has produced NA - personally known as identification.



  
Printed Name: VIRGINIA K BUCKLES  
NOTARY PUBLIC, State of Florida

Pursuant to Chapter 607.164, as amended, of the Florida Statutes, the undersigned Registered Agent in the Articles of Incorporation for **DEVANNA CORPORATION**, office as designated in the Articles of Incorporation hereby accepts said designation and agrees to act as Registered Agent in accordance with the provisions of said Statute.

By:   
MICHAEL R. PONIATOWSKI  
Registered Agent