

CAPITAL CONNECTION

850 222 1222

08/01 '02 10:18 NO.273 01/06

P020000083595

Florida Department of State

Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H02000174895 1)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850) 205-0381

From:
Account Name : YOUR CAPITAL CONNECTION, INC.
Account Number : I20000000257
Phone : (850) 224-8870
Fax Number : (850) 224-7047

FILED
02 AUG - 1 PM 1:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.
MINACHANCE, INC.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

9/8/11

CAPITAL CONNECTION

850 222 1222

08/01 '02 10:18 NO.273 02/06

H02000174895 1

FILED
AUG - 1 PM 4:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MINACHANCE, INC.**

The undersigned, acting as incorporator, and for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I - NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this Corporation shall be **MINACHANCE, INC.** and the initial address of it's principal place of business is 1900 62nd Avenue North, St. Petersburg, FL 33702.

ARTICLE II - TERM OF EXISTENCE

The date when corporate existence shall commence shall be the date of the filing of these Articles of Incorporation by the Office of the Secretary of State of the State of Florida, and the Corporation shall have perpetual existence thereafter.

ARTICLE III - PURPOSE

The general purposes for which the corporation is organized are to transact any and all lawful business permitted under the laws of the State of Florida and the United States, and to do such things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 1000. Such shares shall be of a single class, and with a par value of One Dollar (\$1.00) per share.

ARTICLE V - POWERS

The Corporation shall have all of the statutory powers of a Florida corporation:

- a) To have perpetual succession by its corporate name.
- b) To sue and be sued, complain and defend in its corporate name in all actions or proceedings.
- c) 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.

H02000174895 1

- d) To purchase, 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.
- e) 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.
- f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.
- g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, pledge, 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.
- h) To make contracts and guaranties 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.
- i) 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.
- j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by law within or without this state.
- k) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.
- l) To make and alter By-Laws, not inconsistent with these Articles of Incorporation and the laws of this state, for the administration and regulation of the affairs of the Corporation.
- 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.

H02000174895 1 .

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.

ARTICLE VI - DISSOLUTION

The corporation may be dissolved on the unanimous recommendation of the board of directors at any special meeting called for that purpose, provided that at a majority of the members of the board are present at such meeting and provided that the holders of not more than forty-nine percent (49%) of the voting stock object to the dissolution in person or by written notice. A committee of at least 2 members shall be thereupon be elected by the board of directors to liquidate the assets of the corporation.

ARTICLE VII - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1597 62nd Avenue North, St. Petersburg, Florida 33702, and the name of the registered agent of the Corporation at that address is **CHARLES D. HINTON**.

ARTICLE VIII - BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors, and there shall be one (1) Director initially. The number of Directors may be increased from time to time, by By-Laws of the Corporation, but shall never be less than one (1).

The Board of Directors shall elect the President, Vice President, Treasurer, and Secretary, and such other officers as the By-Laws of this Corporation may authorize the directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

NAME	ADDRESS	OFFICE
EDWARD HANNA	1900 62nd Avenue North St. Petersburg, FL 33702	President
RON ROHTER	1900 62nd Avenue North St. Petersburg, FL 33702	Secretary

H02000174895 1

H02000174895 1

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles (the Incorporator) is:

NAME**ADDRESS****WILLIAM W. DEANE**1597 62nd Avenue North
St. Petersburg, FL 33702**ARTICLE X - SPECIAL PROVISIONS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors of this Corporation.


ARTICLE XI - INDEMNIFICATION

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

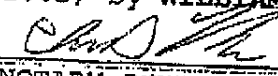
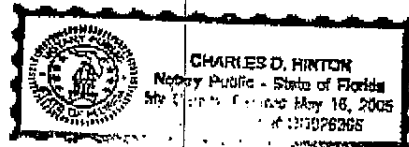
ARTICLE XII - AMENDMENT

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of shareholders for their vote. Amendments may be adopted by a vote of a majority (fifty-one (51%) percent) of a quorum of shareholders of the Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 30th day of July, 2002.


WILLIAM W. DEANESTATE OF FLORIDA
COUNTY OF PINELLAS

Sworn to or affirmed and signed before me on July 30th, 2002, by WILLIAM W. DEANE.


NOTARY PUBLIC-STATE OF FLORIDA
Personally known**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above stated Corporation, at the place designated herein, I hereby agree to act in this capacity, and agree to comply with the provisions of

H02000174895 1

CAPITAL CONNECTION

850 222 1222

08/01 '02 10:20 NO.273 06/06

H02000174895 1

all statutes relative to the proper and complete performance of my duties.

DATED this 30th day of July, 2002.



Charles D. Hinton

FILED

02 AUG -1 PM 4:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H02000174895 1