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ACCOUNT NO. : 072100000032

REFERENCE : 715794 7208815

AUTHORIZATION :

*Patricia Pijet*

COST LIMIT : \$ 78.75

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2002 AUG 22 PM 1:32

FILED

ORDER DATE : August 22, 2002

ORDER TIME : 11:31 AM

ORDER NO. : 715794-010

CUSTOMER NO: 7208815

CUSTOMER: Mark T. Tate, Esq  
Mark T. Tate, P.a.

418 West Platt Street

Tampa, FL 33606

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 AUG 22 PM 1:03

RECEIVED

DOMESTIC FILING

NAME: SWINDAL INTERNATIONAL, INC.

EFFECTIVE DATE

08-21-02

EFFECTIVE DATE:

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XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS: \_\_\_\_\_

08-22-02

**ARTICLES OF INCORPORATION**  
**OF**  
**SWINDAL INTERNATIONAL, INC.**

I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I**

**Name**

The name of this corporation shall be:

Swindal International, Inc.

The principal office and mailing address of this corporation shall be:

418 W. Platt Street  
Tampa, Florida 33606

**ARTICLE II**

**Existence of Corporation**

This corporation shall begin existence on August 21, 2002, and shall have perpetual existence.

**ARTICLE III**

**Purposes**

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**EFFECTIVE DATE**  
08-21-02

## **ARTICLE IV**

### **Capital Stock**

(a) The total number of shares of capital stock authorized to be issued by the corporation (the "Shares") shall consist of one class only and shall be comprised of 2,000 shares of common capital stock having a par value of \$1.00 per share of which (i) 1,000 shares shall be designated voting shares (the "Voting Shares"), entitling the holders thereof to one (1) vote with respect to all matters to be properly voted on by the stockholders of the corporation, and (ii) 1,000 shares shall be designated non-voting shares (the "Non-Voting Shares"), entitling the holders thereof to no voting rights. Each Voting Share and each Non-Voting Share shall participate equally in all dividends paid by the corporation and in the assets of the corporation upon its liquidation or dissolution. All or any part of the Shares may be paid for in cash, in property, or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

## **ARTICLE V**

### **Registered Office and Registered Agent**

The street address of the corporation's initial registered office is 419 W. Platt Street, Tampa, Florida 33606 and the name of the corporation's initial registered agent at such address is Mark T. Tate. The corporation may change its registered office or its registered agent or both by filing with

the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

## **ARTICLE VI**

### **General Powers**

The corporation shall have power:

- (a) To sue and be sued, complain, and defend in its corporate name.
- (b) To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located.
- (c) To purchase, receive, subscribe for, or otherwise acquire; own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with shares or other interests in, or obligations of, any other entity.
- (d) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property.
- (e) To lend money to, and use its credit to assist, its officers and employees in accordance with applicable Florida Statutes.
- (f) To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations, and to secure any of its obligations by mortgage or pledge of any of its property and income, and make contracts of guaranty and surety ship

which are necessary or convenient to the conduct, promotion, or attainment of the business of the corporation.

(g) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment.

(h) To elect directors and appoint officers, employees, and agents of the corporation and define their duties, fix their compensation, and lend them money and credit.

(i) To make and amend bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for managing the business and regulating the affairs of this corporation.

(j) To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation.

(k) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents and for any or all of the current or former directors, officers, employees, and agent of its subsidiaries.

(l) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his or her death shares of its stock owned by the shareholder or the heirs of such shareholder.

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

## ARTICLE VII

### Initial Board of Directors

The number of directors constituting the initial Board of Directors shall be one (1), and the name and address of such person who is to serve as a member thereof is as follows:

<u>Name</u>	<u>Address</u>
Mark T. Tate	418 W. Platt Street Tampa, Florida 33606

## ARTICLE VIII

### Incorporators

The name and address of the incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
Mark T. Tate	418 W. Platt Street Tampa, Florida 33606

## ARTICLE X

### Amendment of Articles of Incorporation

The 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 statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.

*Mark T. Tate*

Mark T. Tate

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 20<sup>th</sup> day of August, 2002, by **MARK T. TATE**, who is personally known to me or who has produced N/A as identification and who did not take an oath.

*Susan C. Moore*

Susan C. Moore

Print Name

Notary Public

My Commission Expires:



Susan C. Moore  
Commission # CC 925890  
Expires April 13, 2004  
Bonded Thru  
Atlantic Bonding Co., Inc.

Serial Number, if any

## CERTIFICATE OF ACCEPTANCE

Having been named to accept service of process for the above stated corporation, at the place designated in its Articles of Incorporation, I hereby agree to act in such capacity, and I am familiar with and accept, the obligations provided for in Section 607.0501(3), Florida Statutes.

Signature Mark T. Tate  
Mark T. Tate  
Registered Agent

Date 8/20/02