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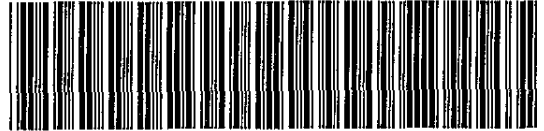
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11-06-02

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# JOHN LEE BREWERTON, III, P.A.

## COUNSELORS AT LAW

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November 13, 2002

### VIA FEDERAL EXPRESS

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

Re: Three Small Potatoes, Inc.; Articles of Incorporation

Dear Madam or Sir:

Enclosed herewith please find the original executed Articles of Incorporation for the above-captioned corporation. Also enclosed is our firm's check number 4183, payable to the Florida Department of State in the amount of Seventy-eight & 75/100 Dollars (\$78.75).

Please file these Articles upon your receipt, and return a certified copy to me as soon as possible in the enclosed self-addressed Federal Express envelope.

Thank you in advance for your assistance in this matter. If you have any questions, please do not hesitate to call me.

With best regards, I am

Very truly yours,

JOHN L. BREWERTON, III, P.A.

By: 

John L. Brewerton, III

Encl.

**ARTICLES OF INCORPORATION  
OF  
THREE SMALL POTATOES, INC.**

The undersigned, acting as incorporator of THREE SMALL POTATOES, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I. NAME AND ADDRESS**

The name of the corporation is THREE SMALL POTATOES, INC. The street address of the initial principal office of the corporation is 128 Spring Valley Loop, Altamonte Springs, Florida 32714. The mailing address of the corporation is 128 Spring Valley Loop, Altamonte Springs, Florida 32714.

**ARTICLE II. COMMENCEMENT OF EXISTENCE**

EFFECTIVE DATE

11-06-02

The existence of the corporation will commence on November 6, 2002.

**ARTICLE III. PURPOSES**

This corporation shall be a towing service, and the general nature and purposes of business to be transacted, promoted, and carried on by the corporation are to be automobile towing and repair services.

**ARTICLE IV. AUTHORIZED SHARES**

The maximum number of shares that the corporation is authorized to have outstanding at any time is 675,000 shares of common stock having a par value of \$.01 per share. The consideration to be paid for each share shall be fixed by the board of directors and such consideration may consist of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares. No preemptive rights are to be granted to shareholders.

**ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of the corporation is John L. Brewerton, III, P.A., 250 North Orange Avenue, Penthouse Suite, Orlando, FL 32801, and the agent designated to accept service at that address is John L. Brewerton, III, Esq.

**ARTICLE VI. INITIAL BOARD OF DIRECTORS**

The corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The names and street addresses of the initial directors are:

Name

Address

Milton Simmons

128 Spring Valley Loop  
Altamonte Springs, Florida 32714

**ARTICLE VII. INCORPORATOR**

The name of the incorporator is John L. Brewerton, III, P.A. The address of the incorporator is 250 North Orange Avenue, Penthouse Suite, Orlando, FL 32801.

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

**ARTICLE VII. BYLAWS**

The power to adopt, alter, amend, or repeal the bylaws of this corporation shall be vested in the board of directors and the shareholders, except that (i) the board of directors may not amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that these bylaws are not subject to amendment or repeal by the directors; and (ii) any amendment shall be in compliance with the laws of the State of Florida.

**ARTICLE VIII. AMENDMENTS**

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

**ARTICLE IX**  
**INDEMNIFICATION**

The Company shall indemnify any organizer, manager or member, or any former organizer, manager or member, to the full extent permitted by applicable law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 1st day of November, 2002.

JOHN L. BREWERTON, III, P.A.

By: 

John L. Brewerton, III, Incorporator

**CERTIFICATE OF DESIGNATION  
OF  
REGISTERED AGENT**

Pursuant to Section 48.091 and 607.0501, Florida Statutes, the following is submitted:

That THREE SMALL POTATOES, desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, 250 N. Orange Avenue, Penthouse Suite, City of Orlando, County of Orange, State of Florida, has named John L. Brewerton, III, P.A., as its agent to accept service of process within this state at such address.

**ACKNOWLEDGMENT**

Having been named as registered agent to accept service of process for the corporation named above, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that 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 and accept the obligations of my position as registered agent.

**JOHN L. BREWERTON, III, P.A.**

By: \_\_\_\_\_

John L. Brewerton, III, President

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