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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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(Requestor's Name)

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(City/State/Zip/Phone #)

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WAIT

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(Business Entity Name)

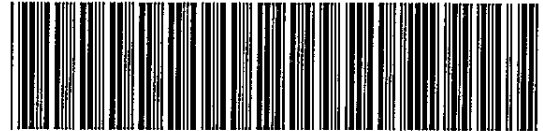
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**CARL T. WATKINS. P.A.**  
**CERTIFIED PUBLIC ACCOUNTANT**  
**5103 Memorial Hwy.**  
**Tampa, Florida 33634**  
**813-884-7245 Fax 813-885-3478**

December 16, 2002

Florida Department of State  
Division of Corporations, New Filing Section  
P.O. Box 6327  
Tallahassee, Florida 32314

Dear Sir:


I have enclosed an Articles of Incorporation to establish a new domestic corporation in the State of Florida, effective January 2, 2003, in the following name:

**TOTAL SOLUTIONS OF AMERICA, INC.**

I have also enclosed a check for \$78.75 for the applicable filing fee and the certificate of status. I am requesting that you process these Articles of Incorporation as soon as possible and return the corporation charter number to me at the above address. I have also enclosed a second copy of the Articles for you to stamp and return to me.

I would appreciate your processing this new corporation as soon as possible.

Sincerely yours,



Carl T. Watkins, CPA

2 Encl's

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 DEC 23 AM 4:13

**ARTICLES OF INCORPORATION  
OF  
TOTAL SOLUTIONS OF AMERICA, INC.**

The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation with an effective date of January 2, 2003.

**ARTICLE I: NAME**

The name of the Corporation shall be: TOTAL SOLUTIONS OF AMERICA, INC.

**ARTICLE II: PRINCIPAL OFFICE**

The principal office of the Corporation shall be located at 6616 Long Bay Lane, Tampa, Fl. 33615 but the Corporation shall have power to establish branch offices and other places of business at such other places within or without the State of Florida, as may be determined and deemed expedient by the Directors.

**ARTICLE III: CAPITAL STOCK**

The capital stock of the Corporation shall be divided into shares of \$1.00 par value, with 7500 shares of common stock authorized, and each share shall entitle the holder thereof to vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, with property or in labor or services, at a valuation fixed by the incorporators or by the Board of Directors, at a meeting called for such purpose.

**ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is:

Carl T. Watkins, CPA

5103 Memorial Hwy.

Tampa, Fl. 33634

**ARTICLE V: INITIAL BOARD OF DIRECTORS**

The name and address of each member of the Board of Directors of the Corporation are:

Steven C. Hardy

Terese Hardy

6616 Long Bay Lane

6616 Long Bay Lane

Tampa, Fl. 33615

Tampa, Fl. 33615

**ARTICLE VI: INCORPORATOR**

The name and address of the incorporator of these Articles of Incorporation is:

Carl T. Watkins, CPA

5103 Memorial Hwy.

Tampa, Fl. 33634

The undersigned has executed these Articles of Incorporation, this 11<sup>th</sup> day of December 2002.

Carl T. Watkins

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE  
STATE, NAMING AGENT UPON WHO PROCESS MAY BE SERVED**

02 DEC 23 AM 4:13

Pursuant to the provisions of Section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designation of its registered office/registered agent, in the State of Florida.

1. The name of the corporation is: **TOTAL SOLUTIONS OF AMERICA, INC.**
2. The name and street address of the registered agent and office is:

Carl T. Watkins, CPA

5103 Memorial Hwy.

Tampa, Fl. 33634

**HAVING BEEN NAMED AS REGISTERED AGENT 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 AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.**

Carl T. Watkins

Carl T. Watkins

December 11, 2002

Date