

Division of Corporations

**PO3000048747**

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Florida Department of State  
Division of Corporations  
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Fax Number : (850)205-0383

From: Account Name : CORPORATION SERVICE COMPANY/AZU  
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03 MAY -1 AM 10:47  
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TALLAHASSEE, FLORIDA

**FOREIGN PROFIT QUALIFICATION**

**3 FRIENDS OF ORLANDO, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	018
Estimated Charge	\$70.00

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DIVISION OF CORPORATION

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FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

May 1, 2003

CORPORATION SERVICE COMPANY

SUBJECT: 3 FRIENDS, INC.  
REF: W03000012544

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name of the entity must be identical throughout the document.

If you have any further questions concerning your document, please call (850) 245-6934.

Loria Poole  
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FAX Aud. #: W03000181230  
Letter Number: 903A00026708

**RESUBMIT**  
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**ARTICLES OF INCORPORATION**

**OF**

**3 FRIENDS OF ORLANDO, INC.**

The undersigned incorporator to this Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

**ARTICLE I - NAME OF CORPORATION**

The name of this corporation shall be 3 FRIENDS OF ORLANDO, INC.

**ARTICLE II - DURATION**

This corporation shall exist perpetually.

**ARTICLE III - INITIAL PRINCIPAL OFFICE**

The initial principal office of the Corporation shall be located at 2488 E. Michigan Street, Orlando, Florida 32806.

**ARTICLE IV - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business purposes.

**ARTICLE V - CAPITAL STOCK**

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00, which may be fractional shares.

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B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation shall be 2488 E. Michigan Street, Orlando, Florida 32806.

The name of the initial registered agent of this corporation at that address shall be Teresa Tobin.

**ARTICLE VII - INITIAL DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This

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corporation shall have three Directors, initially. The name and street address of the initial member of the Board of Directors is:

<u>Name</u>	<u>Address</u>
Teresa Tobin	1532 Conway Isle Circle Orlando, Florida 32809
Sandra Ferrante	4349 Lake Tennessee Drive Orlando, Florida 32812
Cathy Burke	1532 Conway Isle Circle Orlando, Florida 32809

#### **ARTICLE VIII - OFFICERS**

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Teresa Tobin	1532 Conway Isle Circle Orlando, Florida 32809	President/Secretary Treasurer
Sandra Ferrante	4394 Lake Tennessee Drive Orlando, Florida 32812	Vice President
Cathy Burke	1532 Conway Isle Circle Orlando, Florida 32809	Vice President

#### **ARTICLE IX - PREEMPTIVE RIGHTS**

The corporation elects to have preemptive rights.

**ARTICLE X - SPECIAL PROVISION**

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

**ARTICLE XI - INDEMNITY**

Every Director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer at the time such expenses are incurred, except in such cases where the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event of any claim for reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or other officer may be entitled.

**ARTICLE XII - INCORPORATOR**

The following is the name and street address of the Incorporator to these Articles of Incorporation:

Teresa Tobin  
2488 E. Michigan Street  
Orlando, Florida 32806

**ARTICLE X - BY-LAWS**

The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal By-Laws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such By-Laws. In addition such By-Laws may include, by unanimous decision of all the shareholders, any regulatory or restrictive provisions regarding the sale, transfer, or other disposition of any of the outstanding shares of stock of this corporation by any of its shareholders, or in the event of the death of any of its shareholders.

**ARTICLE XI - Amendment**

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 29<sup>th</sup> day of April, 2003.

 (SEAL)  
TERESA TOBIN  
Incorporator

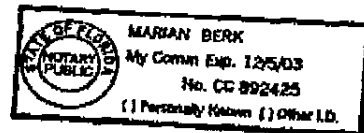
STATE OF FLORIDA  
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments in the State and County aforesaid, personally appeared TERESA TOBIN, to me known to be the person described as the Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this 29<sup>th</sup> day of April, 2003.

(SEAL)

*Marian Berk*  
Print Name: MARIAN BERK  
Notary Public, State of Florida  
My commission expires: 12/5/03  
Commission No.: 892425





**CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE  
FOR SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING REGISTERED AGENT UPON WHICH  
PROCESS MAY BE SERVED**

PURSUANT to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

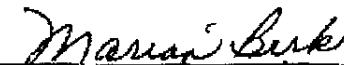
3 FRIENDS OF ORLANDO, INC desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Orlando, County of Orange, State of Florida, has named as its Registered Agent Teresa Tobin, 2488 E. Michigan Street, Orlando, Florida 32806, to accept service of process within this State.

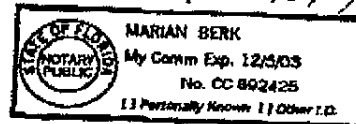
**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

  
TERESA TOBIN

SWORN TO AND SUBSCRIBED before me this 29th day of April, 2003 by TERESA TOBIN, who is personally known to me.

  
Name: MARIAN BERK  
Notary Public, State of Fla.  
Serial No. 892425  
My commission expires: 12/5/03



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TALLAHASSEE, FLORIDA