

**P030000099919**

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To:

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

From:

Account Name : BOWMAN, GEORGE, SCHEB, TOALE & ROBINSON, P.A.  
Account Number : I19990000222  
Phone : (941) 366-5510  
Fax Number : (941) 951-0839

**FLORIDA PROFIT CORPORATION OR P.A.**

**Marshlyll, Inc.**

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ARTICLES OF INCORPORATIONOFMARSHTYLL, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

Article 1. Name.

The name of the Corporation is Marshtyll, Inc. The address of the principal office of this corporation shall be 2833 Bee Ridge Road, Sarasota, FL 34239, and the mailing address will be 2833 Bee Ridge Road, Sarasota, FL 34239.

Article 2. Duration.

The duration of the Corporation is perpetual.

Article 3. Purpose.

The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Capital Stock.

The aggregate number of shares which the Corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5. Initial Registered Office and Agent.

The street address of the initial Registered Office of the Corporation is 2750 Ringling Blvd., Suite 3, Sarasota, FL 34237, and the name of its initial Registered Agent at that address is David G. Bowman, Jr.

Article 6. Initial Board of Directors.

The number of Directors constituting the initial Board of Directors is two (2). The number of Directors may be increased or

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decreased from time to time in accordance with the ByLaws but shall never be less than one (1). The name and address of the initial Director of the Corporation is as follows:

Agron Marku  
2833 Bee Ridge Rd.  
Sarasota, FL 34239

Kevin Shtylla  
2833 Bee Ridge Rd.  
Sarasota, FL 34239

Article 7. Incorporator.

The name and address of the Incorporator is as follows:

David G. Bowman, Jr.  
2750 Ringling Blvd., Suite 3  
Sarasota, Florida 34237

Article 8. Amendment.

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 9. Indemnification.

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 10. Preemptive Rights.

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

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This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within ninety (90) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

Article 11. Stock Transfer Restrictions.

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.

Article 12. Rights of Initial Directors

The initial Director shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholder agrees to abide by this right and to elect the initial Director named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of the initial Director who is a Shareholder of the Corporation at the time of the amendment.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 11th day of September, 2003.

  
David G. Bowman, Jr.

STATE OF FLORIDA     )  
COUNTY OF SARASOTA   )

The foregoing instrument was acknowledged before me this 11th day of September, 2003 by David G. Bowman, Jr., who is personally known to me or has produced \_\_\_\_\_ as identification.



Elsie M. McDonald  
My Commission D0228552  
Expires August 03, 2007

NOTARY PUBLIC:

sign Elsie M. McDonald  
print ELSIE M. McDONALD  
State of Florida at Large (Seal)  
My Commission Expires:

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BOWMAN GEORGE SCHEB TOALE

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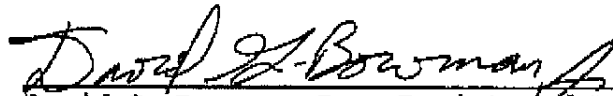
ACCEPTANCE OF REGISTERED AGENT

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby accepts the appointment as Registered Agent of MARSHYLL, INC. which is contained in the foregoing Articles of Incorporation.

DATED this 11th day of September, 2003.

  
David G. Bowman, Jr., Registered Agent

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