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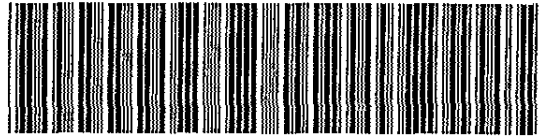
(Business Entity Name)

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TALLAHASSEE, FLORIDA

TS 10/20/03

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## ARNOLD & BURGUIERES

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ATTORNEYS AT LAW  
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

SERVING THE TAMPA BAY AREA SINCE 1992  
1701 NINTH STREET NORTH • ST. PETERSBURG, FLORIDA 33704 • (727) 894-0430 • FACSIMILE (727) 823-2742

October 13, 2003

Department of State  
Division of Corporations  
Corporate Filings  
409 E. Gaines Street  
Tallahassee, FL 32399

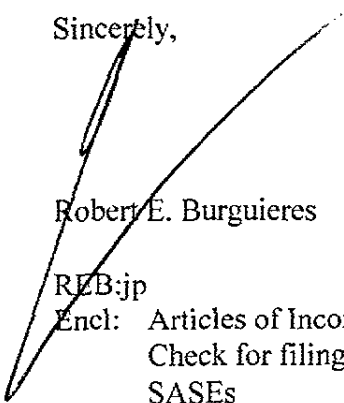
Re: Articles of Incorporation for Robert L. Elmore, Inc.

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation (original, plus copy), for Robert L. Elmore, Inc., and a check in the amount of \$78.75 for the filing fee, as well as a self-addressed, stamped envelope for the return copy.

Should you require anything else, please do not hesitate to call.

Sincerely,



Robert E. Burguires

REB:jp

Encl: Articles of Incorporation for Robert L. Elmore, Inc., (orig./copy)  
Check for filing fee \$78.75  
SASEs

**ARTICLES OF INCORPORATION**

**OF**

**ROBERT L. ELMORE, INC.**

The undersigned, for the purpose of forming a Corporation under the laws of the State of Florida in accord with Chapter 607 Florida Statutes, hereby adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the corporation is ROBERT L. ELMORE, INC.

**ARTICLE II - DURATION**

The term of existence of the corporation is perpetual and shall commence upon the date of the filing of these Articles of Incorporation.

**ARTICLE III - PURPOSE**

The corporation is organized for the purpose of transacting any and all lawful business in accord with the laws of the State of Florida for which corporations may be incorporated under the Florida General Corporation Act and further to engage in all business matters necessary and proper in connection with such practice.

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#### **ARTICLE IV - CAPITAL STOCK**

The aggregate number of shares which the corporation has authority to issue is One Thousand (\$1,000.00) shares all of which shall be of a single class of voting common shares having a par value of Ten Dollars (\$10.00) per share.

#### **ARTICLE V - PREEMPTIVE RIGHTS**

Each shareholder of the corporation shall have the right to purchase, subscribe, or receive a right or rights to purchase or subscribe for, at fair market value thereof, a pro-rata share (as nearly as can be done without issuance of fractional shares) of:

1. Any stock that the corporation may issue or sell, whether or not of unissued shares authorized by the Articles of Incorporation as originally filed, or by amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor perform, personal property, or real property, or leases thereof; or

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

#### **ARTICLE VI - TRANSFER RESTRICTIONS**

No share of stock of this corporation shall be issued or transferred to any person inconsistent with the terms and conditions contained herein. Before there can be a valid sale or transfer of any

of the outstanding shares of the corporation by any holder thereof, such holder shall first offer said shares to the corporation and then to the other holders of shares in the following manner:

1. Such offering shareholder shall deliver a notice in writing by all or otherwise to the secretary of the corporation stating the price terms, and conditions of such proposed sale or transfer, the number of shares to be sold or transferred, and his intention to sell or transfer such shares. Within twenty (20) days thereafter, the corporation shall have the prior right to purchase such shares so offered at the price and on the terms and conditions stated in the notice; provided, however, that the corporation shall not at any time be permitted to purchase all of its outstanding voting shares. Should the corporation fail to purchase all of the shares so offered at the expiration of the twenty day period, or prior thereto decline to purchase the shares, the Secretary of the corporation shall, within five (5) days thereafter, mail or deliver to each of the other shareholders of record, a copy of the notice given by the shareholder to the secretary. Such notice may be mailed to them at their last known address as such address may appear on the books of the corporation. Within ten (10) days after the mailing or delivering of the copies of the orders to the shareholder, any such shareholder or shareholders desiring to acquire any part or all of the shares referred to in the notice shall deliver by mail, or otherwise, to the Secretary of the corporation a written offer or offers, expressed to be acceptable immediately, to purchase a specified number of such shares at the price and on the terms and conditions stated in the notice. Each such offer shall be accompanied by the purchase price therefore with authorization to pay such price against delivery of the shares.

2. If the total number of shares specified in the offers to purchase exceeds the number of shares to be sold or transferred, each offering shareholder shall be entitled to purchase such

proportion of such shares as the number of shares of the corporation which he holds bears to the total number of shares held by all shareholders desiring to purchase the shares.

3. If all the shares to be sold or transferred are not disposed of under such apportionment, each shareholder desiring to purchase shares in a number in excess of his proportionate share as provided above, shall be entitled to purchase such proportion of those shares which remain thus undisposed of, as the total number of shares which he holds bears to the total number of shares held by all the shareholders desiring to purchase in excess of those to which they are entitled under such apportionment.

4. If within said twenty (20) day period, the offer or offers to purchase aggregate less than the number of shares to be sold or transferred, the shareholder desiring to sell or transfer such shares shall not be obligated to accept any such offer or offers and may dispose of all of the shares referred to in his notice to any person or persons whomsoever; provided, however, that he shall not sell or transfer such shares at a lower price or on terms more favorable to the purchaser or transferee than those specified in his notice to the Secretary of the corporation.

Each share certificate issued shall bear the following legend:

“These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation which copy of said Articles may be obtained from the corporation's office.”

## **ARTICLE VII - REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the principal office of the corporation is 5290 70<sup>th</sup> Avenue N., Apt. 207-A, Pinellas Park, Florida 33781, and the name of the initial Registered Agent of the corporation is Robert L. Elmore located at the registered office at 5290 70<sup>th</sup> Avenue N., Apt. 207-A, Pinellas Park, Florida 33781.

## **ARTICLE VIII - DIRECTORS**

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors. The corporation shall have one (1) Director initially. The number of Directors may thereafter be increased or decreased from time to time in accordance with the By-Laws of the corporation.

The names and street addresses of the initial Directors initially selected are as follows:

<u>Name</u>	<u>Address</u>
Robert L. Elmore	5290 70 <sup>th</sup> Avenue N., Apt. 207-A, Pinellas Park, Florida 33781

## **ARTICLE IV - INCORPORATOR**

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Robert L. Elmore	5290 70 <sup>th</sup> Avenue N., Apt. 207-A, Pinellas Park, Florida 33781

#### ARTICLE X - BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Directors of the corporation.

#### ARTICLE XI - AMENDMENT

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


#### ARTICLE XII - INDEMNIFICATION

This corporation shall indemnify any present or former Officer or Director, or person exercising powers and duties of a Director, to the full extent now or hereafter permitted by law.

#### ARTICLE XIII - CUMULATIVE VOTING

At each election for directors, every shareholder entitled to vote at that election shall have the right to cumulate his/her votes by giving one candidate as many votes as the number of directors to be elected at any time multiplied by the number of shares, or by distributing those votes on the same principle among any other candidates.

IN WITNESS WHEREOF, the undersigned has subscribed his hand this 11 day October, 2003.

  
Robert L. Elmore, Incorporator

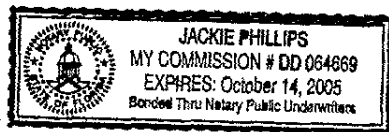


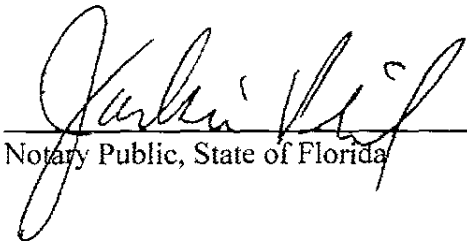
STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared Robert L. Elmore, at the time of notarization, who did take an oath and who is personally known to me, or who produced a Florida Driver's License as identification, executed the foregoing for the purpose therein contained.

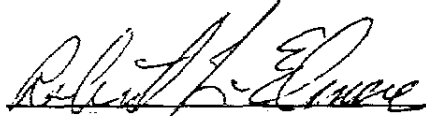
WITNESS my hand and official seal in said County and State the 13th day of October, 2003.



  
Notary Public, State of Florida

REGISTERED AGENT ACCEPTANCE

Having been named to accept service of process for the above-stated corporation, at the place specified in Paragraph VII of the foregoing Articles of Incorporation, I hereby agree to act in this capacity and agree to comply with the Florida Statute relative to keeping open said office.

  
Robert L. Elmore

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TALLAHASSEE, FLORIDA