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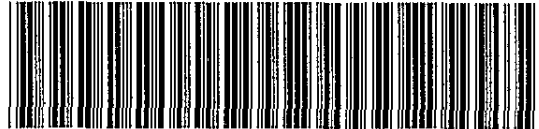
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03 OCT 23 AM 7:49

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DB 11/3

**FOSTER AND FOSTER**  
*Attorneys and Counselors at Law*

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October 21, 2003

Florida Department of State  
Division of Corporations  
Corporate Filings  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: Articles of Incorporation of:  
TLC BID, Inc.

Greetings:

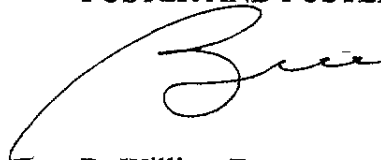
Enclosed is the original and one copy of Articles of Incorporation of the above named proposed corporation.

Please approve these Articles of Incorporation, file the original, certify the copy, and return the same to the undersigned.

Enclosed is a check for \$78.75 for the filing fee, designation of Registered Agent fee, and one certified copy.

Very truly yours,

FOSTER AND FOSTER



D. William Foster

DWF/wh  
Enclosures  
Check: \$78.75

**ARTICLES OF INCORPORATION  
OF  
TLC BID, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby adopt these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, provisions and immunities of a corporation for profit.

**ARTICLE I - INDEX**

ARTICLE I	-	INDEX
ARTICLE II	-	NAME
ARTICLE III	-	DURATION
ARTICLE IV	-	PURPOSE
ARTICLE V	-	CAPITAL STOCK
ARTICLE VI	-	PRINCIPAL OFFICE OF CORPORATION
ARTICLE VII	-	INITIAL REGISTERED OFFICE AND AGENT
ARTICLE VIII	-	INCORPORATORS AND INITIAL STOCKHOLDERS
ARTICLE IX	-	INITIAL BOARD OF DIRECTORS
ARTICLE X	-	INITIAL OFFICERS
ARTICLE XI	-	INDEMNIFICATION
ARTICLE XII	-	BY-LAWS
ARTICLE XIII	-	AMENDMENT

**ARTICLE II - NAME**

The name of the corporation shall be:

**TLC BID, INC.**

**ARTICLE III - DURATION**

The corporation shall have perpetual existence.

**ARTICLE IV - PURPOSE**

This corporation is organized for the following purposes: **Purchase, sell, restore, develop vacant land, lease/rent, commercial or residential real estate.** To provide professional real estate services for residential and commercial customers; to purchase, or lease, or otherwise acquire any

**TLC BID, Inc.**

**Articles of Incorporation**

**Page Two**

interest in real and personal property of every kind, or character; to enter into, make, perform, and carry out any contracts of every kind, for any lawful purpose; to sell, or lease, or mortgage, or otherwise dispose of any real or personal property it owns, or any interest therein; and in general, to purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind, and description, and to engage in and transact any and all lawful businesses for which corporations may be incorporated under the laws of the State of Florida, except that it shall not conduct a banking, safe deposit, trust, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.

**ARTICLE V - CAPITAL STOCK**

The total number of shares authorized to be issued shall be 1,000 shares of common stock with a par value of \$1.00 per share, all of one class, participating voting stock. The consideration for said stock shall be paid for in lawful money of the United States of America, or in property, services, or labor rendered at a just valuation thereof, such valuation to be fixed by the stockholders. All such shares so issued, when the consideration therefore has been paid or delivered, shall be fully paid stock, and it shall not be liable for any further calls or assessments thereon.

**ARTICLE VI - PRINCIPAL OFFICE OF CORPORATION**

The principal office and mailing address for the Corporation shall be 6323 Cocoa Lane, Apollo Beach, Florida 33572

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

The street address of the initial registered office of this corporation shall be 6323 Cocoa Lane, Apollo Beach, Florida 33572, and the name of the initial registered agent of the corporation at that address is CRAIG C. RUDA.

**ARTICLE VIII - INCORPORATORS AND INITIAL STOCKHOLDERS**

The names and addresses of the incorporators and initial stockholders of this corporation are:

Craig C. Ruda  
6323 Cocoa Lane  
Apollo Beach, Florida 33572

Louis H. Haytread  
6507 King Palm Way  
Apollo Beach, Florida 33572

Anthony E. Fanelli  
12910 Prestwick Drive  
Riverview, Florida 33569

**ARTICLE IX - INITIAL BOARD OF DIRECTORS**

This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time by the stockholders. The name and address of the initial directors of this corporation is:

Craig C. Ruda  
6323 Cocoa Lane  
Apollo Beach, Florida 33572

Louis H. Haytread  
6507 King Palm Way  
Apollo Beach, Florida 33572

Anthony E. Fanelli  
12910 Prestwick Drive  
Riverview, Florida 33569

Said directors shall hold office until his successors are duly elected by the stockholders.

**ARTICLE X - INITIAL OFFICERS**

The business of this corporation shall be conducted by a President, Vice President, Secretary and Treasurer, and such other officers as may be elected by the Board of Directors in the manner provided in the by-laws of the corporation. Any person may hold any two or more offices. The names and addresses of the initial officers of this corporation are:

Louis H. Haytread - President  
6507 King Palm Way  
Apollo Beach, Florida 33572

Craig C. Ruda - Vice-President  
6323 Cocoa Lane  
Apollo Beach, Florida 33572

Anthony E. Fanelli - Secretary and Treasurer  
12910 Prestwick Drive  
Riverview, Florida 33569

**ARTICLE XI - INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.


**ARTICLE XII - BY-LAWS**


The power to adopt, alter, amend, or repeal by-laws shall be vested in the stockholders.

**ARTICLE XIII. AMENDMENT**

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17<sup>th</sup> day of October, 2003.

 (SEAL)  
LOUIS H. HAYTREAD, INCORPORATOR

 (SEAL)  
CRAIG C. RUDA, INCORPORATOR

 (SEAL)  
ANTHONY E. FANELLI, INCORPORATOR

TLC BID, Inc.  
Articles of Incorporation

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SECRET Page Five  
TALLAHASSEE, FLORIDA

**ACCEPTANCE BY REGISTERED AGENT**

I HEREBY CERTIFY that I am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation beginning this 17<sup>th</sup> day of October, 2003.

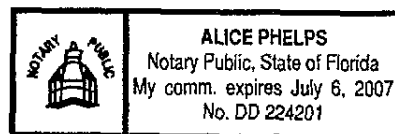
 (SEAL)  
CRAIG C. RUDA, REGISTERED AGENT

STATE OF FLORIDA )  
COUNTY OF HILLSBOROUGH )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to administer oaths and take acknowledgments, personally appeared, **Louis H. Haytread**, who is personally known to me and known to me to be the person described in and who executed the foregoing **ARTICLES OF INCORPORATION**, as the **Incorporator** of said corporation, who after being by me first duly sworn depose and says that the statements contained in said instrument are true and they acknowledged that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 17<sup>th</sup> day of October, 2003.

Notary Public: (Signature)  
Name: (Print)  
My Notary Stamp or Seal:  
My Commission Expires:  
My Commission Number:



TLC BID, Inc.

Articles of Incorporation

Page Six

STATE OF FLORIDA                    )  
COUNTY OF HILLSBOROUGH        )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to administer oaths and take acknowledgments, personally appeared Anthony E. Fanelli, who is personally known to me and known to me to be the person described in and who executed the foregoing ARTICLES OF INCORPORATION, as the **Incorporator** of said corporation, who after being by me first duly sworn depose and says that the statements contained in said instrument are true and they acknowledged that **he** executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 17<sup>th</sup>  
day of October, 2003. FLDL F540-005-59-2150

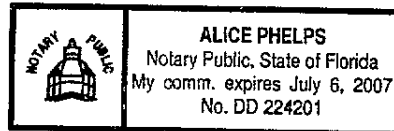
Notary Public: (Signature) \_\_\_\_\_

Name: (Print)

My Notary Stamp or Seal:

My Commission Expires:

My Commission Number:



STATE OF FLORIDA                    )  
COUNTY OF ~~PINELLAS~~ HILLSBOROUGH        )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to administer oaths and take acknowledgments, personally appeared Craig C. Ruda, who is personally known to me and known to me to be the person described in and who executed the foregoing ARTICLES OF INCORPORATION, as the **Incorporator**, and CRAIG C. RUDA, as the **Registered Agent** of said corporation, who after being by me first duly sworn depose and says that the statements contained in said instrument are true and they acknowledged that **they** executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 17<sup>th</sup>  
day of October, 2003. FLDL R300-103-65-187-0

Notary Public: (Signature) \_\_\_\_\_

Name: (Print)

My Notary Stamp or Seal:

My Commission Expires:

My Commission Number:

