

DEC-24-2003 WED 09:42 AM BATTAGLIA ROSS

FAX NO. 3434059

Division of Corporations

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To:
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Fax Number : (850) 205-0381

From:
Account Name : BATTAGLIA ROSS CORPORATE
Account Number : I20000000275
Phone : (727) 381-2300
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FLORIDA PROFIT CORPORATION OR P.A.

THORLAU, INC.

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**ARTICLES OF INCORPORATION
OF
THORLAU, INC.**

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I
CORPORATE NAME**

The name of the corporation is **THORLAU, INC.**

**ARTICLE II
DURATION**

The period of its duration is perpetual.

**ARTICLE III
PURPOSE**

The purpose is to engage in any activities or business permitted under the laws of the United States and the state of Florida.

**ARTICLE IV
CAPITAL STOCK**

The corporation is authorized to issue one hundred twenty (120) shares of common stock at \$1.00 par value per share.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the corporation's initial registered agent and his office is:

Herman Thorbecke
5906 35th Avenue, North
St. Petersburg, FL 33710

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**ARTICLE VI
CORPORATE ADDRESS**

The street address of the initial principal office of the corporation is as follows:

5906 35th Avenue, North
St. Petersburg, FL 33710

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

The corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The names and addresses of the initial directors of the corporation is:

Name and Address

Herman Thorbecke
5906 35th Avenue, North
St. Petersburg, FL 33710

Lea Thorbecke
5906 35th Avenue, North
St. Petersburg, FL 33710

Fran Sossiau
159 Sand Key Estates Dr.
Clearwater, Fl. 33767

**ARTICLE VIII
INCORPORATOR**

The name and address of the Incorporators signing these Articles of Incorporation is:

Herman Thorbecke
5906 35th Avenue, North
St. Petersburg, FL 33710

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Lea Thorbecke
5906 35th Avenue, North
St. Petersburg, FL 33710

Fran Sossau
159 Sand Key Estates Drive
Clearwater, FL 33767

**ARTICLE IX
AMENDMENT OF BYLAWS**

The power to adopt, alter, amend or repeal the Bylaws of the corporation shall be vested in the Board of Directors.

**ARTICLE X
INDEMNIFICATION**

The corporation may be empowered by resolution of the Board of Directors to indemnify any officer or director, or any former officer or director, in the manner set out and provided for in the Bylaws of the corporation, pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.

**ARTICLE XI
INFORMAL ACTION OF DIRECTORS**

If a majority of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation as part of the corporate records, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**ARTICLE XII
AMENDMENT OF ARTICLES**

The power to amend these Articles of Incorporation shall be vested in the Board of Directors.

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ARTICLE XIII
TELEPHONE MEETINGS

Members of the Board of Directors or the Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other, is used.

ARTICLE XIV
DIRECTOR QUORUM AND GREATER VOTING REQUIREMENTS

One Hundred percent (100%) of the directors shall constitute a quorum for a meeting of the directors of the corporation. If a quorum is present, the affirmative vote of one hundred percent (100%) of the directors present or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

ARTICLE XV
SHAREHOLDER QUORUM AND GREATER VOTING REQUIREMENTS

One Hundred percent (100%) of the shareholders shall constitute a quorum for a meeting of the shareholders of the corporation. If a quorum is present, the affirmative vote of seventy percent (70%) of the shareholders present, the affirmative vote of a majority of the shareholders present and voting, shall be the act of the Shareholders.

ARTICLE XVI
DIRECTOR CONFLICT OF INTEREST

A. No contract or other transaction between the corporation and one (1) or more of the directors, or between the corporation and any other corporation, firm, association or other entity, in which one (1) or more of the directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are

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present at the meeting of the Board of Directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the Board or committee, and the Board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the Board, a committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee, which approves such contract or transaction.

ARTICLE XVII INFORMAL ACTION OF SHAREHOLDERS

Any action of the shareholders may be taken without a meeting if consent in writing setting forth the actions so taken shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting

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at which all shares entitled to vote thereon were present and voted, and filed with the Secretary of the corporation as part of the corporate records.

**ARTICLE XVII
CORPORATE EXISTENCE**

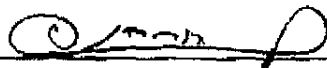
The effective date of the corporation's existence shall begin on the date of filing.


**ARTICLE XVIII
AFFILIATED TRANSACTIONS**

The corporation elects not to be governed by Section 607.0901, Florida Statutes.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation the 22 day of December, 2003.


HERMAN THORBECKE


LEA THORBECKE


FRAN SOSSLAU

**STATE OF FLORIDA
COUNTY OF PINELLAS**

Having been named as registered agent and to accept service of process for the above stated corporation at the address designated herein, 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 our duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.


HERMAN THORBECKE
Resident Agent

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