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SECRETARY OF STATE TALLARY SEES, FLORIDA





ACCOUNT NO. : 072100000032 REFERENCE: 508834 7145323 AUTHORIZATION ? COST LIMIT : \$ 70.00 ORDER DATE : March 19, 2004 ORDER TIME : 10:31 AM ORDER NO. : 508834-005 CUSTOMER NO: 7145323 CUSTOMER: Ms. Anita Geraci Grayrobinson, P.a. P.o. Box 120848 Clermont, FL 34712-0848 DOMESTIC FILING NAME: S.T. SECURITIES, INC. EFFECTIVE DATE: XX __ ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP _ ARTICLES OF ORGANIZATION PLEASE RETURN THE FOLLOWING AS PROOF OF FILING: _ CERTIFIED COPY

EXAMINER'S INITIALS:

__ PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 2935

ARTICLES OF INCORPORATION

Of

S.T. SECURITIES, INC.

The undersigned natural person of legal age, acting as incorporator under the provisions of Florida Statutes, Chapter 607, adopts the following Articles of Incorporation:

ARTICLE I

<u>Name</u>

The name and street address of this corporation shall be: S.T. SECURITIES, INC., 727 Sailfish Road, Winter Springs, Florida 32708. The mailing address of this corporation shall be 727 Sailfish Road, Winter Springs, Florida 32708.

ARTICLE II

Purposes

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE III

Stock |

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 1,000 shares of common stock each with a par value of \$1.00.

ARTICLE IV

The names and addresses of the Directors are:

Subscribers, Incorporators & Directors

The name and address of the Subscriber and Incorporator is:

NAME

ADDRESS

HERIBERTO HERNANDEZ

100 WOOD VALLEY COURT DURHAM, NC 27713

NAME

ADDRESS

HERIBERTO HERNANDEZ

100 WOOD VALLEY COURT

DURHAM, NC 27713

POLDO CASTRO

MM4 VIA AZURE MANSION DEL MAR TOA BAJA, PUERTO RICO 00949

LUCY HERNANDEZ

100 WOOD VALLEY COURT DURHAM, NC 27713

ARTICLE V Informal Shareholder Action

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the bylaws.

ARTICLE VI Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- (a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
 - (b) Reorganization, merger or consolidation of the corporation;
- (c) Sale, lease or exchange of the major portion of the property or assets of the corporation; or
 - (d) Dissolution of the corporation.

ARTICLE VII Term of Existence

This corporation shall exist perpetually.

ARTICLE VIII Directors

- A. The business of the corporation shall be managed initially by three (3) directors. The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director.
- B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of a majority of the outstanding shares of all

classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for cause by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote exclusive of his own shares of stock.

- C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.
- D. Members of the Board of Directors or an 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 IX Effective Date

The date that corporate existence shall begin shall be the date of filing of these Articles of Incorporation with the state of Florida.

ARTICLE X Registered Office and Registered Agent

The address of the initial registered office of this corporation is 1635 E. Highway 50, Suite 300, Clermont, Florida 34711. The name and address of the Registered Agent of this corporation is Wade Boyette, Esq., 1635 E. Highway 50, Suite 300, Clermont, Florida 34711.

ARTICLE XI Bylaws

Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the Stockholders, except as otherwise provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the incorporator certifies to the truth of the facts herein stated, this _17 day of MARCH, 2004.

IERIBERTO HERNANDEZ

ACCEPTANCE

| I hereby accept appointment as Registered Agent of S.T. SECURITIES, IN | I | hereby acc | cept appoints | nent as Registe | red Agent of | S.T. SE | CURITIES, | IN |
|--|---|------------|---------------|-----------------|--------------|---------|-----------|----|
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Dated: 3-18, 2004.

WADE BOYETTE

SECRETARY OF STATE ALLAHAY SEEL LORDA