

Division of Corporations

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

From:

Account Name : O'HAIRE, QUINN, CANDLER, & CASALINE CHARTERED
Account Number : 073077002560
Phone : (772) 231-6900
Fax Number : (772) 231-9729

FLORIDA PROFIT CORPORATION OR P.A.

David J. Cariseo Consulting, Inc.

Certificate of Status	1
Certified Copy	1
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O'HAIRE, QUINN, CANDLER

002



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 12, 2004

O'HAIRE, QUINN, CANDLER & CASALINE CHARTERED

SUBJECT: DAVID J. CARISEO CONSULTING, INC.
REF: W04000014000

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The person designated as registered agent in the document and the person signing as registered agent must be the same.

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Tammy Hampton
Document Examiner
New Filings Section

FAX Aud. #: H04000074843
Letter Number: 404A00023575

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ARTICLES OF INCORPORATION
OF
DAVID J. CARISEO CONSULTING, INC.

FILED
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Pursuant to the Florida Business Corporation Act the undersigned, acting as Incorporator of a corporation, hereby adopts the following Articles of Incorporation for such Corporation:

Article I
Name

The name of the Corporation is David J. Cariseo Consulting, Inc.

Article II
Corporate Existence

The Corporation's existence shall be perpetual and shall be effective upon the filing of these Articles of Incorporation with the Florida Department of State.

Article III
Stock

Section A. Authorized Common Voting Shares. The aggregate number of common voting shares which the Corporation is authorized to issue is 1000 shares of \$.01 par value common voting stock.

1. **Voting Rights and Notice.** At all meetings of Shareholders, each Shareholder shall be entitled to one vote for each share of common voting stock held by him, which may be cast by the Shareholder in person or by proxy. The holders of common voting shares issued and outstanding, except where otherwise provided by law or by these Articles of Incorporation, shall have and possess the exclusive right to notice of Shareholders' meetings and the exclusive voting right and power.

2. **Dividends.** Except where otherwise provided by law or by these Articles of Incorporation, dividends may be paid on the common voting shares out of any assets at the time legally available therefore. Any dividend so declared shall be distributed among and paid to the holders of the outstanding common voting shares without distinction according to their respective shares.

3. **Liquidation.** Except where otherwise provided by law or by these Articles of Incorporation, in the event of the voluntary or involuntary liquidation, dissolution, or winding up of this Corporation, subject to all of the preferential rights of the holders of any preferred shares on distributions or otherwise, the holders of the

Richard B. Candler
Florida Bar No. 0510040
3111 Cardinal Drive
Vero Beach, FL 32963

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common voting shares shall be entitled to receive all of the remaining assets of the Corporation and such assets shall be distributed to the holders of the outstanding common voting shares without distinction according to their respective shares.

Section B. Cumulative Voting. There shall be no cumulative voting.

Section C. No Pre-emptive Rights of Shareholders. No holder of any shares of the Corporation shall have any pre-emptive or other subscription rights or be entitled, as of right, to purchase or subscribe for any part of the unissued shares of the Corporation or of any additional shares issued by reason of any increase of authorized shares of the Corporation or other securities whether or not convertible into shares of the Corporation.

Article IV **Registered Agent and Office**

The address of the initial Registered Office of the Corporation is 548 Sable Oak Lane, Vero Beach, Florida 32963, and the name of its initial Registered Agent at such address is David J. Cariseo.

Article V **Principal Office**

The address of the principal office of the Corporation is 548 Sable Oak Lane, Vero Beach, Florida 32963.

Article VI **Incorporator**

The name and address of the Incorporator is:

David J. Cariseo
548 Sable Oak Lane
Vero Beach, Florida 32963

The Incorporator is a natural person over the age of twenty-one years.

Article VII **Purpose and Power**

The Corporation shall be formed for any lawful purposes and shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which corporations may be organized under the Florida Business Corporation Act.

Article VIII **Non-Liability of Directors**

A Director of this Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director, except for liability (i) for any breach of the Director's duty of loyalty to the Corporation or its Shareholders, (ii) for acts or

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omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) for any transaction from which the Director derived an improper personal benefit, or (iv) acts or omissions for which non-liability is prohibited under the Florida Business Corporation Act. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any Director of the Corporation for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal. If the Florida Business Corporation Act is hereafter changed to permit further elimination or limitation of the liability of Directors for monetary damages to the Corporation or its Shareholders, then the liability of a Director of this Corporation shall be eliminated or limited to the full extent then permitted.

Article IX

Indemnification of Directors

This Corporation shall indemnify a Director of this Corporation, and each Director of this Corporation who is serving or who has served, at the request of this Corporation, as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan to the fullest extent possible against expenses, including attorneys' fees, judgments, penalties, fines, settlements and reasonable expenses, actually incurred by such Director or person relating to his or her conduct as a Director of this Corporation or as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, except that the mandatory indemnification required by this sentence shall not apply (i) to a breach of a Director's duty of loyalty to the Corporation or its Shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) for a transaction from which a Director derived an improper personal benefit, (iv) acts or omissions for which indemnification is prohibited under the Florida Business Corporation Act, or (v) against judgments, penalties, fines, and settlements arising from any proceeding by or in the right of the Corporation, or against expenses in any such case where such Director shall be adjudged liable to the Corporation.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any Bylaw, agreement, vote of Shareholders, or disinterested Directors or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director and shall inure to the benefit of the heirs, executors, and administrators of such person.

Article X

Indemnification of Officers

This Corporation shall indemnify an Officer of this Corporation, and each Officer of this Corporation who is serving or who has served, at the request of this Corporation, as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan to the fullest extent possible against expenses, including attorneys' fees, judgments, penalties, fines, settlements and reasonable expenses, actually incurred by such Officer or person relating to his or her conduct as an Officer of this Corporation or as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, except that the mandatory indemnification required by this sentence shall not apply (i) to a breach of an Officer's duty of loyalty to the Corporation or its Shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or

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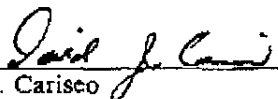
knowing violation of the law, (iii) for a transaction from which an Officer derived an improper personal benefit, (iv) acts or omissions for which indemnification is prohibited under the Florida Business Corporation Act, or (v) against judgments, penalties, fines and settlements arising from any proceeding by or in the right of the Corporation, or against expenses in any such case where such Officer shall be adjudged liable to the Corporation.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any Bylaw, agreement, vote of Shareholders, or disinterested Directors or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an Officer and shall inure to the benefit of the heirs, executors, and administrators of such person.

Article XI
Amendment of Articles of Incorporation

The Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute and all rights conferred upon Shareholders herein are granted subject to this reservation.

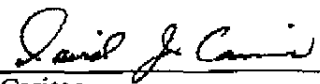
Dated April 8, 2004.



David J. Cariseo
Incorporator

Acceptance

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



David J. Cariseo
Dated April 8, 2004

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O'HAIRE, QUINN, CANDLER

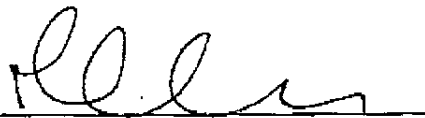
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State of Florida)
) ss.
County of Indian River)

The foregoing instrument was acknowledged before me this April 8, 2004 by David J. Cariseo, who is personally known to me or who has produced _____ as identification.

RICHARD B. CANDLER
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # DD100600
EXPIRES 05/15/2006
BONDED THRU 7-666-NOTARY1



Notary Public in and for the State of Florida
Serial number: _____

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FALL HARBOR, FL

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