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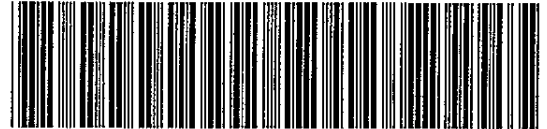
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HALLMARK BUILDING

02/18



TRANSMITTAL LETTER

License #885001744

December 3, 2004

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

SUBJECT: William Quinn Services, Inc. (Proposed Corporate Name)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$78.75 (Filing Fee and Certified Copy)

William Quinn Services
2406 Parkside Place
Indian Harbour Beach, Florida 32937
321.863.2736



License #885005744

ARTICLES OF INCORPORATION

The undersigned incorporators, competent to contract, hereby make, subscribe and acknowledge these Articles of Incorporation in order to organize a business for profit, with the corporate name of William Quinn Services, Inc. as stated in ARTICLE X.

ARTICLE I — OBJECTS

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

ARTICLE II — CAPITAL

The amount of capital with which this corporation will begin business shall not be less than One Hundred Dollars (\$100).

ARTICLE III — DURATION

The duration of this corporation shall be perpetual. Corporate existence shall begin upon the filing hereof, provided that all requirements of law have been met.

ARTICLE IV — ADDRESS

The initial address, in this State, of the principal office of the corporation shall be as stated in Article X.

ARTICLE V — NUMBER OF DIRECTORS

The number of directors which this corporation shall have shall never be less than the minimum number required by law, nor more than nine; provided, the number of such directors may be increased or decreased, as authorized in the By-Laws.

ARTICLE VI — DIRECTORS, OFFICERS AND SUBSCRIBERS

The names and street addresses of the members of the first Board of Directors of this Corporation, who shall hold office for the first year, or until successors are elected or appointed and have qualified, and the name and street address of each subscriber, and a statement of the number of shares of stock which each agrees to take and the value of the consideration thereof, are as stated in ARTICLE XIII.

ARTICLE VII — POWERS OF CORPORATION

The POWERS of the corporation are the following:

- A. To have succession by its corporate name perpetually.
- B. To sue and be sued and appear and defend in all actions and proceedings in its corporate name, to the same extent as a natural person.
- C. To adopt and use a common corporate seal and to alter the same.
- D. To appoint such officers and agents as its affairs shall require, and allow them suitable compensation.
- E. To adopt, change, amend, and repeal By-Laws, not inconsistent with law or its Certificate of Incorporation, for the exercise of its corporate powers, the management, regulation and government of its affairs and property, the transfer on its own records of its stock or other evidence of interest or membership, and the calling and holding of meetings of its stockholders.



ARTICLES OF INCORPORATION (cont)

License #885001744

- F. To increase or diminish, by vote of its stockholders, shareholders, or members, cast as the By-Laws may direct, the number of directors, or of managers or trustees, provided that the number shall never be less than that required by law.
- G. To make and enter into all contracts necessary and proper for the conduct of its business.
- H. To conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property; and buy, hold, mortgage, sell, convey, or otherwise dispose of franchises in this State and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia and in foreign countries.
- I. To purchased the corporate assets of any other corporation and engage in the same character of business.
- J. To acquire, enjoy, utilize and dispose of patents, copyrights and trademarks, and any licenses or other rights or interests thereunder or therein.
- K. To take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.
- L. To guarantee, endorse, purchase, hold, sell transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of this state or any other state or government; while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.
- M. To establish plans, such as but not limited to, pensions, profit sharing, wage continuation, group term, medical care and/or accident and health insurance.
- N. To request changes in the Certificate of Incorporation of the corporation at any time, pursuant to law.
- O. To purchase, hold, sell and transfer shares of its own capital stock; provided, that it shall not purchase its own capital stock, except from the surplus of its assets over its liabilities, including capital. Any shares of its own capital stock which is owned by the Corporation shall not be voted, either directly or indirectly, or counted as outstanding for the purpose of any stockholder quorum or vote.
- P. To do all and everything necessary and proper for the accomplishment of the OBJECTS enumerated in its Certificate of Incorporation, or necessary or incidental to the benefit and protection of the Corporation; and to carry on any lawful business necessary or incidental to the attainment of the OBJECTS of the Corporation, whether or not such business is similar in nature of the OBJECTS stated in the Articles of Incorporation.



ARTICLES OF INCORPORATION (cont)

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- Q. To contract debts and borrow money, at such rates of interest not to exceed the lawful interest rate, and upon such terms as it or its board of directors may deem necessary or expedient and shall authorize or agree upon; issue and sell or pledge bonds, debentures, notes or other evidences of indebtedness, whether secured or unsecured; and execute mortgages or other instruments upon or encumbering its property or credit to secure the payment of money borrowed or owing by it, as occasion may require and the board of directors deem expedient.
- R. To make provisions in such instruments for transferring corporate property, of any kind or nature, then belonging to or thereafter acquired by such corporation, as security for any bonds, notes, debentures or other evidences of indebtedness issued, or debts or sums of money owing by said corporation. In case of the sale of any property by virtue of any such instrument, or of any foreclosure, the party acquiring title shall have the same rights, privileges, grants, franchises, immunities and advantages, in and by such instrument enumerated or conveyed, as belonged to and were enjoyed by the corporation executing the instrument or contracting the debt.
- S. To make gifts for educational, scientific or charitable purposes.
- T. To enter into general partnerships, limited partnerships (whether the corporation be a general or limited partner), joint venture, syndicates, pools, associations, and other arrangements for carrying on one or more of the purposes set forth in the Articles of Incorporation, jointly or in common with others, so long as the particular corporation, person or association would have power to do so alone.
- U. To indemnify any person made a party to an action, by or in the right of the corporation to procure a judgment in its favor by reason of his being or having been a director or officer of the corporation, or of any other corporation which he served, as such, at the request of the corporation, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, except in relation to matters as to which such director or officer is adjudged to have been guilty of negligence or misconduct in the performance of his duty to the corporation.
- V. To indemnify any person made a party to an action, suit or proceeding, other than by one by or in the right of the corporation, to procure a judgment in its favor, whether civil or criminal, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of director or officer of the corporation, or of any other corporation which he served, as such, at the request of the corporation, against judgments, fines, amount paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding, or appeal thereof, if such director acted in good faith, in the reasonable belief that such action was in the best interests of the corporation and, in criminal actions or proceedings, without reasonable belief that such action was unlawful. The termination of any such civil or criminal action, suit or proceeding by judgment, settlement, conviction, or a pleas of nolo contendere, shall not in itself create a presumption that any such director or office did not act in good faith in the reasonable belief that such action was in the best interests of the corporation, or that he had reasonable ground for belief that such action was unlawful.



ARTICLES OF INCORPORATION (cont)

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- W. To have, in addition, any and all powers as are now and/or hereafter conferred upon it by the Law.
- X. To change the initial street address in this State of the principal office of the corporation from time to time, pursuant to the By-Laws, and without the necessity of amending the Certificate of Incorporation.
- Y. Each and every foregoing clause shall be construed as a purpose, as an OBJECT, and as a POWER, and it is hereby expressly provided that the foregoing enumeration of specific POWERS shall not be held to limit or restrict any other POWERS granted or implied by law.

ARTICLE VIII — RESIDENT AGENT

Pursuant to Chapter 48.091, Florida Statutes, the undersigned names the person described in Article XIII as its Resident Agent, to accept service of process within the state, and such person having been so named to accept said service at the place designated in said Article XIII, hereby accepts to act in said capacity and agrees to comply with the provisions of said Act, relating to keeping open said office, by signing these Articles of Incorporation.

ARTICLE IX — GENERAL

- A. Unless otherwise stated in the By-Laws, every stockholder who has the right to vote shall have the right to vote in person or by proxy.
- B. Unless otherwise provided in the By-Laws, no stockholder shall have a preemptive right to purchase his pro-rata share of new stock.
- C. Unless otherwise provided by the By-Laws, cumulative voting shall not be permitted.

ARTICLE X — NAME AND ADDRESS

- A. Corporate Name: William Quinn Services, Inc.
- B. Corporate Address: 2406 Parkside Place, Indian Harbour Beach, Florida 32937

ARTICLE XI — SPECIFIC PURPOSE

The Corporation shall engage in and conduct the general business of light construction, martial arts instruction and massage therapy services.

ARTICLE XII — AUTHORIZED CAPITAL STOCK

The maximum number of shares of stock that this corporation is hereby authorized to have outstanding shall be One Hundred (100) shares of common voting stock, each having a par value of Ten Dollars (\$10)



ARTICLES OF INCORPORATION (cont)

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ARTICLE XIII — NAMES AND ADDRESSES OF DIRECTORS, OFFICERS AND SUBSCRIBERS
WITH SUBSCRIPTIONS AND RESIDENT AGENT

OFFICER	DIRECTOR	NAME	STREET ADDRESS	NO./VALUE PER SHARE SUBSCRIBED
President	Yes	William F. H. Quinn	2406 Parkside Place Indian Harbour Beach, FL 32937	10 @ \$10
Secretary/ Treasurer	NA	Laura A. Fadden	2406 Parkside Place Indian Harbour Beach, FL 32937	NA
Resident Agent	NA	William F. H. Quinn	2406 Parkside Place Indian Harbour Beach, FL 32937	NA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, WE, the undersigned, have set our hands and seals to the foregoing Articles of Incorporation.

William F. H. Quinn (seal)

William F. H. Quinn (seal)
William F. H. Quinn, Resident Agent

STATE OF FLORIDA, COUNTY OF BREVARD

Before me, the undersigned authority, authorized to administer oaths and take acknowledgments, personally appeared William F. H. Quinn, who executed the foregoing Articles of Incorporation and who acknowledged before me that he signed the same of the purpose therein stated.

Witness my hand and seal at Brevard County, State of Florida, on this the 3rd day of December, 2004.

Christopher J. Fawcett

Notary Public, in and for the State of
Florida at large

