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1-1-2005

C.S. 12/29

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December 27, 2004

VIA OVERNIGHT DELIVERY

Florida Secretary of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32314

Re: Incorporation of Tri-Paris, Inc. (the "Corporation")

Dear Sir or Madam:

Please find enclosed the following documents for filing regarding the above-referenced Corporation:

1. One (1) original and two (2) copies of the Articles of Incorporation;

2. Transmittal Letter;

3. A check in the amount of Seventy-eight and 75/100 Dollars ($78.75) for filing fee and certified copy. This fee includes the filing fee for Articles of Incorporation, designation of registered agent and certified copy.

Please be advised that the Articles of Incorporation have an effective date of January 1, 2005. Please file same and return the certified copy of the Articles in the envelope provided herein.

Thank you for your cooperation and assistance in this matter. If you have any questions, please do not hesitate to contact me.

Very truly yours,

Laura French

Laura French

LJF/eb
Enclosures

TRANSMITTAL LETTER

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

SUBJECT: TRI-PARIS, INC.
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

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

- ☐ $70.00 Filing Fee
- ☐ $78.75 Filing Fee & Certificate of Status
- ☒ $78.75 Filing Fee & Certified Copy
- ☐ $87.50 Filing Fee, Certified Copy & Certificate of Status

ADDITIONAL COPY REQUIRED

FROM: MR. CURTIS PARIS
Name (Printed or typed)

100 S.W. 75TH STREET, SUITE 208
Address

GAINESVILLE, FLORIDA 32607
City, State & Zip

(352) 331-9803
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

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STATE OF FLORIDA
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
TRI-PARIS, INC.

A Domestic For-Profit Corporation

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit), the undersigned hereby adopts the following Articles of Incorporation.

ARTICLE I
NAME

The name of the corporation is: **TRI-PARIS, INC.**

ARTICLE II
DURATION

The Corporation's existence shall be perpetual unless sooner dissolved in accordance with these articles, the bylaws agreed to by the board of directors of the Corporation, or Chapter 607 and/or Chapter 621, F.S. (Profit) of Florida Statutes.

ARTICLE III
PURPOSE

The Corporation is a domestic for-profit corporation and is organized for the purpose of engaging in any lawful business, act, or activity for which corporations may be organized under Chapter 607 and/or Chapter 621, F.S. (Profit) of Florida Statutes.

EFFECTIVE DATE
1-1-2005

ARTICLE IV
AUTHORIZED SHARES

The Corporation shall have authority, acting by its board of directors, to issue not more than one thousand (1,000) shares of common stock, having a par value of $1.00 per share ("Common Stock"). The holders of the shares of Common Stock of the Corporation shall be entitled to the entire voting power of the shareholders of the Corporation and shall be entitled to receive all of the net assets of the Corporation upon liquidation or dissolution.

ARTICLE V
REGISTERED AGENT AND OFFICE

The initial registered office of the Corporation shall be at 100 S.W. 75th Street, Suite 208, Gainesville, Florida 32607. The initial registered agent at such address shall be Curtis Paris.

ARTICLE VI
PRINCIPAL OFFICE

The principal place of business and/or mailing address of the Corporation shall be at 100 S.W. 75^{th} Street, Suite 208, Gainesville, Florida 32607.

ARTICLE VII
BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) members. The names and addresses of the members of the initial Board of Directors is:

Curtis Paris
100 S.W. 75^{th} Street
Suite 208
Gainesville, Florida 32607

Jackie Paris
100 S.W. 75^{th} Street
Suite 208
Gainesville, Florida 32607

ARTICLE VIII
INCORPORATOR

The name and address of the incorporator is as follows:

Curtis Paris
100 S.W. 75^{th} Street
Suite 208
Gainesville, Florida 32607

ARTICLE IX

No director of the corporation shall be liable to the corporation or its shareholders for monetary damages for breach of duty of care or other duty as a director; provided, however, that this provision shall in no way eliminate or limit the liability of a director: (i) for any appropriation, in violation of his duties, of any business opportunity of the corporation; (ii) for acts or omissions which involve intentional misconduct or a knowing violation of law; or (iii) for any transaction from which the director received an improper personal benefit.

ARTICLE X

The board of directors, committees of the board of directors, and individual directors, in addition to considering the effects of any action on the corporation or its shareholders, may consider the interests of the employees, customers, suppliers, and creditors of the corporation and its subsidiaries, the communities in which offices or other establishments of the corporation and its subsidiaries are located, and all other factors such directors consider pertinent; provided, however, that this provision shall be deemed solely to grant discretionary authority to the directors and shall not be deemed to provide any constituency any right to be considered.

ARTICLE XI

Any action required by law or by the articles of incorporation or bylaws of the corporation to be taken at a meeting of the shareholders of the corporation and any action which may be taken at a meeting of the shareholders may be taken without a meeting if a written consent, setting forth the action so taken, shall be signed by persons entitled to vote at a meeting those shares having sufficient voting power to cast not less than the minimum number (or numbers, in the case of voting by groups) of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote were present and voted, provided that action by less than unanimous written consent may not be taken with respect to any election of directors as to which shareholders would be entitled to cumulative voting. No such written consent shall be effective unless the consenting shareholder has been furnished the same material that would have been required to be sent to shareholders in a notice of a meeting at which the proposed action would have been submitted to the shareholders, or unless the consent includes an express waiver of the right to receive the material. Notice of such action without a meeting by less than unanimous written consent shall be given within ten (10) days of the taking of such action to those shareholders of record on the date when the written consent is first executed and whose shares were not represented on the written consent.

ARTICLE XII
EFFECTIVE DATE

These Articles of Incorporation shall have an effective date of January 1, 2005.

IN WITNESS WHEREOF, having been named as registered agent to accept service of process for the above 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 on this 21 day of DECEMBER, 2004.

Curtis Paris

Curtis Paris
INCORPORATOR/ REGISTERED AGENT

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