

P05000028546

SPECIALITY HOLDINGS GROUP ICORP.
3584 SCARLET TANGER DR,
PALM HARBOR FL 34683
(Address)

(Address)

(City/State/Zip/Phone #)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SPECIALTY GROUP HOLDINGS CORP.

ARTICLE 1. NAME

THE NAME OF THIS CORPORATION SHALL BE SPECIALITY GROUP HOLDINGS CORP.

ARTICLE 11. COMMENCEMENT & DURATION

THE COMMENCEMENT OF THIS CORPORATION'S EXISTENCE SHALL BE AT THE TIME OF THE FILING OF THESE ARTICLES OF INCORPORATION BY THE DIVISION OF CORPORATIONS. THIS CORPORATION'S DURATION SHALL BE PERPETUAL.

ARTICLE 111. PURPOSE

THIS CORPORATION IS BEING ORGANIZED FOR THE PURPOSE OF ENGAGING IN TRANSACTION OF ANY KIND AND ALL BUSINESS ACTIVITIES UNDER THE LAWS OF THE STATE OF FLORIDA AND THE UNITED STATES OF AMERICA.

ARTICLE 1V CAPITAL STOCK.

THIS CORPORATION SHALL HAVE THE AUTHORITY TO ISSUE 10,000 SHARES OF COMMON CAPITAL STOCK AT -0- PAR VALUE

ARTICLE V PREEMPTIVE RIGHTS

EVERY SHAREHOLDER UPON THE SALE FOR CASH BY THIS CORPORATION OF ANY SHARES OF NEW CAPITAL STOCK OF THE SAME KIND, CLASS, SERIES, AS THAT WHICH THE SHARE HOLDER ALREADY HOLDS, SHALL HAVE THE PREEMPTIVE RIGHT TO PURCHASE A PRO RATA SHARE THEREOF {AS NEARLY AS MAY BE DONE WITHOUT THE ISSUANCE OF FRACTIONAL SHARES} AT THE PRICE AT WHICH SUCH SHARES ARE OFFERED TO OTHERS.

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TALLAHASSEE, FLORIDA

ARTICLE V1 TRANSFER RESTRICTIONS

NO SHAREHOLDER SHALL HAVE THE RIGHT TO SELL, ASSIGN, PLEDGE, ENCUMBER, TRANSFER, OR OTHERWISE DISPOSE OF ANY SHARES OF THE CAPITAL STOCK OF THIS CORPORATION. WITHOUT FIRST OFFERING SUCH SHARES FOR SALE TO THIS CORPORATION AT A NEW ASSET VALUE THEREOF.

SUCH OFFER SHALL BE IN WRITING, SIGNED BY THE SHAREHOLDER, SENT BY REGISTERED OR CERTIFIED MAIL TO THIS CORPORATION AT ITS REGISTERED OFFICE ADDRESS, AND OPENED FOR ACCEPTANCE BY THIS CORPORATION FOR A PERIOD OF FIFTEEN DAYS FROM THE DATE OF MAILING.

IF THIS CORPORATION FAILS OR REFUSES, WITHIN SUCH PERIOD, TO MAKE SATISFACTORY ARRANGEMENTS FOR THE PURCHASE OF SUCH SHARES, THE SHAREHOLDER SHALL HAVE THE RIGHT TO DISPOSE OF SUCH SHARES WITHOUT FURTHER NOTICE.

ON THE DEATH OF ANY SHAREHOLDER, THIS CORPORATION SHALL HAVE THE RIGHT TO PURCHASE ANY CAPITAL STOCK OWNED BY THE SHAREHOLDER IMMEDIATELY PRIOR TO THE SHAREHOLDER'S DEATH ON THE TERMS SET FORTH ABOVE, AND THIS PROVISION SHALL BE BINDING UPON THE PERSONAL REPRESENTATIVE OF THE SHAREHOLDER.

EACH STOCK CERTIFICATE ISSUED BY THIS CORPORATION SHALL CARRY THE FOLLOWING LEGEND;

“THESE SHARES ARE HELD SUBJECT TO CERTAIN TRANSFER RESTRICTIONS IMPOSED BY THIS CORPORATION'S ARTICLES OF INCORPORATION. A COPY OF WHICH IS ON FILE AT THIS CORPORATION'S PRINCIPAL OFFICE.

ARTICLE V11 INITIAL BOARD OF DIRECTORS

THE NUMBER OF DIRECTORS ON THIS CORPORATION'S INITIAL BOARD OF DIRECTORS SHALL BE UP TO SIX. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DECREASED FROM TIME TO TIME, BUT SHALL NEVER BE LESS THAN ONE. THE NAME AND ADDRESS OF EACH INDIVIDUAL WHO SHALL SERVE AS MEMBER OF THE INITIAL BOARD OF DIRECTORS ARE;

AGNES M. LLORENS
3594 SCARLET TANGER DR.
PALM HARBOR FL 34683

RENE C. SOTOLONGO SR.
3594 SCARLET TANGER DR.
PALM HARBOR FL 34683

ARTICLE V111 INDEMNIFICATION

THIS CORPORATION SHALL INDEMNIFY ANY OFFICER, DIRECTOR, EMPLOYEE OR AGENT AND ANY FORMER OFFICER, DIRECTOR, EMPLOYEE, OR AGENT TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE 1X PRINCIPAL OFFICE & AGENT

THE ADDRESS OF THIS CORPORATIONS PRICIPAL OFFICE AND THE ADDRESS OF ITS REGISTERED AGENT SHALL BE;

3594 SCARLET TANGER DR.
PALM HARBOR FL. 34683

THE NAME OF THE INDIVIDUAL WHO SHALL SERVE AS THE COROPRATIONS REGESTERED AGENT IS;

AGNES M. LLORENS

THE NAME AND ADDRESS OF THE INCORPORATOR IS;

RENE C. SOTOLONGO SR.
PALM HARBOR FL 34683

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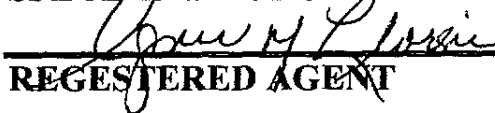
ARTICLE X AMEDMENT

THIS COROPRATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISION IN THESE ARTICALES OF INCORPORATION, OR ANY AMENDMENTS HERTO. ANY RIGHTS CONFERRED UPON THE SHAREHOLDERS SHALL BE SUBJECT TO THIS RESERVATIONS


INCORPORATOR

2-14-05
DATE

I HERBY ACCEPT MY DESIGNATION AS REGISTERED AGENT AND AGREETO SERVE AS THE REGISTERED AGENT FOR SPECIALITY GROUP HOLDIHGS CORP.


REGISTERED AGENT

2-14-05
DATE