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EFFECTIVE DATE

4-1-05

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4-8-05

**FLORIDA**

5700 Memorial Hwy  
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Tampa, FL 33615  
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James S. Giardina, Esq.

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

**SUBJECT: T & S Acquisitions, Inc.**  
(proposed corporate name)

March 31, 2005


To Whom It May Concern:

Please find the following enclosed:

1. An original and one (1) copy of the articles of incorporation
2. A check for \$87.50, for the following:
  - a. Filing fee
  - b. Certified Copy
  - c. Certificate of Status.

Should you have any questions, feel free to contact this office at the above referenced address.

Yours Truly,

  
James S. Giardina

EFFECTIVE DATE

4-1-05

**ARTICLES OF INCORPORATION**  
of  
**T & S ACQUISITIONS, INC.**  
A Florida Corporation

FILED  
05 APR -4 PM 1:40

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

**ARTICLE I**

The name of the Corporation ("Corporation") is:

T & S Acquisitions, Inc.

**ARTICLE II**

The existence of the Corporation shall begin on April 1<sup>st</sup> 2005

**ARTICLE III**

The street address of the principal office of the Corporation is:

4322 Waterford Landing Dr  
Lutz, FL  
33558

**ARTICLE IV**

The maximum number of shares this Corporation is authorized to issue is 100, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

**ARTICLE V**

The initial street address of the Corporation's registered office is

5700 Memorial Hwy  
Suite 201  
Tampa, FL  
33629

The initial registered agent for the Corporation at that address is:  
James S. Giardina

**ARTICLE VI**

The initial board of directors shall consist of 2 members. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws,

but shall never be less than one. The names and addresses of the persons who will serve on the initial board of directors are:

<b>Name</b>	<b>Address</b>
Thomas M. O'Malley Chairman and President	19024 Fishermans Bend Drive Lutz, FL 33558
Stephen P. Heinz C.E.O., Secretary, and Treasurer	4322 Waterford Landing Drive Lutz, FL 33558

#### **ARTICLE VII**

The names and street addresses of the persons signing these articles of incorporation are:

<b>Name</b>	<b>Address</b>
Thomas M. O'Malley	19024 Fishermans Bend Drive Lutz, FL 33558
Stephen P. Heinz	4322 Waterford Landing Drive Lutz, FL 33558

#### **ARTICLE VIII**

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

#### **ARTICLE IIX**

Before there can be a valid sale or transfer of any of the shares of the corporation by any holder, the holder shall first offer the shares to the corporation and then to other holders of shares in the following manner:

1. The offering shareholder shall deliver a notice in writing by mail or otherwise to the secretary of the corporation stating the price, terms, and conditions of the proposed sale or transfer, the number of shares to be sold or transferred, and the intention to sell or transfer the shares. For 15 days thereafter, the corporation shall have the prior right to purchase any or all of the offered shares at the price and on the terms and conditions stated in the notice, provided, however, that the corporation shall not at any time be permitted to purchase all of the outstanding voting shares. Should the corporation fail to purchase the shares within that period, the secretary of the corporation shall, within five days thereafter, mail or deliver to each of the other shareholders of record a copy of the notice given by the offering shareholder to the

secretary. The notice may be delivered to the shareholders personally or mailed to them at their last known address appearing on the books of the corporation. Within 30 days after the mailing or delivering of the copies of the notice to the shareholders, any shareholder or shareholders electing to acquire any part or all of the shares referred to in the notice shall deliver by mail, or otherwise, to the secretary of the corporation, a written offer or offers, expressed to be acceptable immediately, to purchase a specified number of the offered shares at the price and on the terms stated in the notice. Each offer shall be accompanied by a check for the total amount with authorization to deliver the check against delivery of the shares.

2. If the total number of shares specified in any offer(s) to purchase should exceed the number of shares to be sold or transferred, each offering shareholder shall be entitled to purchase the same proportion of offered shares as the number of shares of the corporation that he or she holds bears to the total number of shares held by all shareholders electing to purchase offered shares. If all of the shares to be sold or transferred are not disposed of by that apportionment, each shareholder electing to purchase shares in excess of his or her proportionate number shall be entitled to purchase the same proportion of the remaining offered shares as the total number of shares that he or she holds bears to the total number of shares held by all shareholders electing to purchase shares in excess of those to which they are entitled under the original apportionment.

3. If all offers to purchase cover in the aggregate fewer than the number of shares to be sold or transferred, the shareholder desiring to sell or transfer the shares shall not be obligated to accept any offer and may dispose of all of the shares to any person or persons. In that event, the shareholder shall not sell or transfer the shares at a lower price or on terms more favorable to the purchaser or transferee than those specified in the notice to the secretary of the corporation.

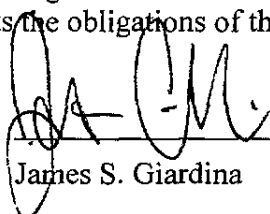
IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on March 31, 2005.

  
Thomas M. O'Malley

Dated: March 31, 2005

#### ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for T&S Acquisitions, Inc., at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to *F.S. 607.0501*.

  
James S. Giardina

Dated: March 31, 2005

RECEIVED  
MAY 1 10 11 AM '05  
STATE OF FLORIDA  
SECRETARY OF STATE