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To:

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

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA PROFIT CORPORATION OR P.A.

tpi technologies, inc.

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ARTICLES OF INCORPORATION

OF

SECRETARY'S OFFICE
CAPITOL BUILDING

TPI TECHNOLOGIES, INC.

The undersigned, hereby form a Corporation under Chapter 607 of the laws of the State of Florida, by and under the provisions of the Statutes of Florida providing for the formation, liability, rights privilege and immunities of a corporation for profit.

ARTICLE I

NAME: The name of this Corporation shall be: TPI TECHNOLOGIES, INC.

The address of the principal office of this corporation shall be 29296 US Highway 19 N., Suite 204, Clearwater, FL 33761, and the mailing address of the corporation shall be the same.

ARTICLE II

DURATION: This Corporation shall exist for a perpetual period.

ARTICLE III

NATURE OF BUSINESS: This Corporation may engage or transact in any and all lawful activities or business permitted under the laws of the United States, and the State of Florida or any other state, county, territory or nation.

ARTICLE IV

CAPITAL STOCK: The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

The stock as aforesaid shall be paid for in lawful money of the United States, or in property, labor or services at a just valuation to be fixed by the incorporators, or by the Board of Directors at a meeting to be called for that special purpose.

All voting power of this Corporation shall be vested in the common stock above designated.

ARTICLE V

PRE-EMPTIVE RIGHTS: Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series of that which he or she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT: The street address of the initial registered office of this Corporation is:
29296 US Hwy 19N., Clearwater, FL 33761 and the name of the initial Registered Agent's of the corporation at that address is: WILLIAM A. BORJA, 501 S. Ft. Harrison Ave., #204, Clearwater, FL 33756.

ARTICLE VII

DIRECTORS: All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The number of Directors shall be either increased or

diminished from time - to - time by the By-Laws, but never be less than one.) The names and addresses of the initial Directors of this Corporation are: Jeremy Evans, 29296 US Highway 19 N, Clearwater, FL 33756.

ARTICLE VIII

OFFICERS: The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

President/Secretary/Treasurer, Jeremy Evans

ARTICLE IX

INCORPORATOR: The name and address of the person signing these Articles is: Jeremy Evans, 29296 US Highway 19N, Clearwater, FL 33761.

ARTICLE X

BY-LAWS: The power to adopt, alter amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

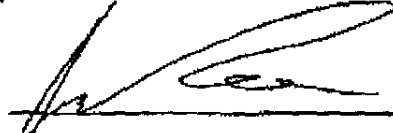
ARTICLE XI

SHARES OF STOCK: Capital Stock of this Corporation shall be issued initially to the following person and in the amounts set opposite the name:

Jeremy Evans	80%
Carlos Anderson	20%

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this Corporation. The price and terms at which, and the time within which, such may be offered and sold shall be further specified by written agreement among all other and this Corporation.


IN WITNESS WHEREOF, the undersigned by the incorporators, directors and officers has executed these Articles of Incorporation this 15th day of April, 2005.



Incorporator

ACCEPTANCE OF REGISTERED AGENT

I, WILLIAM A. BORJA, am familiar with and accept the obligations of the position of Registered Agent under § 607.0505, Florida Statutes.

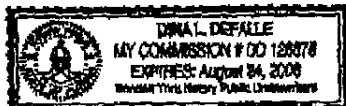


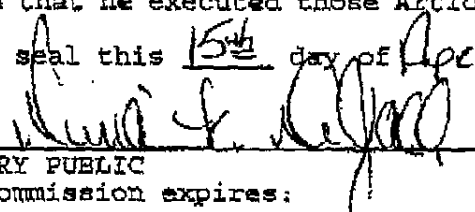
WILLIAM A. BORJA

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared William A. Borja personally known to me or _____ who provided identification of _____ and known to me to be the person who executed the foregoing Articles of Incorporation; and that he acknowledged before me that he executed those Articles of Incorporation.

Witness my hand and official seal this 15th day of April, 2005.





NOTARY PUBLIC
My commission expires: