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# MICHAEL SIERRA, P.A.

Attorney at Law 703 West Swann Avenue Tampa, Florida 33606-2729

Telephone (813) 258-3558

Facsimile (813) 258-3779

May 3, 2005

Corporate Records Bureau Division of Corporations P.O. Box 6327 Tallahassee, FL 32301

RE: APA DESIGN, INC.

Michael Duristo

Dear Ladies & Gentlemen:

Enclosed herewith please find two copies of the Articles of Incorporation for the above Corporation for filing with your office. Also enclosed is our check in the sum of \$87.50 to cover filing fees, etc.

Very truly yours,

MICHAEL SIERRA

MS:m Enc.

FILED
SECRETARY OF STATE
TALL AHASSEFLELORIDA

#### ARTICLES OF INCORPORATION

OF

05 MAY -5 PH 4: 18

#### APA DESIGN, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a Corporation under the Laws of the State of Florida.

#### ARTICLE I. NAME

The name of the Corporation shall be:

#### APA DESIGN, INC.

The principal place of business of this Corporation shall be: 14809 Clarendon Dr., Tampa, FL 33624.

#### ARTICLE II. NATURE OF BUSINESS

This Corporation may engage in, or transact, any or all lawful activities or business permitted under the Laws of the United States, the State of Florida, or any other State, Country, Territory or Nation. The specific purpose of this Corporation shall be the consulting, design and sale of equipment, and related services.

#### ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

#### ARTICLE IV. ADDRESS

The street address of the initial registered office of the Corporation shall be: 703 W. Swann Ave., Tampa, FL 33606, and the name of the initial Registered Agent of the Corporation at that address is: MICHAEL SIERRA.

#### ARTICLE V. TERM OF EXISTENCE

This Corporation is to exist perpetually.

# ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

#### ARTICLE VII. SECTION 1244 PROVISION

The stock of this Corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

#### ARTICLE VIII. SUB-CHAPTER S PROVISION

It is the intent of the incorporators that the Corporation will file as a Sub-Chapter S Corporation.

#### ARTICLE IX. DIRECTORS

This Corporation shall have two (2) directors initially. The names and street addresses of the initial members of the Board of Directors are:

**DIRECTOR** 

ADDRESS

ANTONIO ALMENGUAL

14809 Clarendon Dr., Tampa, FL 33624

SANDRA IRMA ALMENGUAL

14809 Clarendon Dr., Tampa, FL 33624

#### ARTICLE X. OFFICERS

The names 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:

<u>OFFICER</u>

ADDRESS

ANTONIO ALMENGUAL

14809 Clarendon Dr., Tampa, FL 33624

President

SANDRA IRMA ALMENGUAL

14809 Clarendon Dr., Tampa, FL 33624

Secretary

# ARTICLE XI. SUBSCRIBER

The name and street address of the subscribers to these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>	SHARES OF COMMON STOCK ISSUED	
ANTONIO ALMENGUAL	14809 Clarendon Dr. Tampa, FL 33624	) 300 shares, Jt. Tenants w/rights of survivorship	
SANDRA IRMA ALMENGUAL	14809 Clarendon Dr. Tampa, FL 33624	) )	
IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals on this day of Land, 2005.			
V	Mondie Almey ANTONIO ALMENGI	(SEAL)	

I Hereby am familiar with and accept the duties and responsibilities as Registered Agent for

MICHAELSIERR

said Corporation.

Registered Agent

DE HAVE ON IN 17

# STATE OF FLORIDA COUNTY OF HILLSBOROUGH

COMMISSION EXP.

The foregoing instrument was subscribed to before me on this <u>J9</u> day of \_\_\_\_\_\_,2005, by ANTONIO ALMENGUAL and SANDRA IRMA ALMENGUAL, who are personally known to me. COMMISSION NO. (Name of Notary typed, printed COMMISSION EXP. or stamped) CARMEN M. LASHLEY MY COMMISSION # DD 237851 EXPIRES: October 26, 2007 STATE OF FLORIDA COUNTY OF HILLSBOROUGH The foregoing instrument was subscribed to before me on this  $\frac{29}{}$  day of 2005, by MICHAEL SIERRA, who is personally known to me. COMMISSION NO. (Name of Notary typed, printed



or stamped)

SECRETARY OF STATE
TALL ATTACKED BY 1. 17