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NO. 2131

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Account Name : TRENAM, KEMMER, SCHARF, BARKIN, FRYE, O'NEILL & MULLIS, P.A.  
Account Number : 076424003301  
Phone : (813) 223-7474  
Fax Number : (813) 229-6553

JTM 05-5935

FLORIDA PROFIT CORPORATION OR P.A.

OIWARE, INC.

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE  
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**ARTICLES OF INCORPORATION  
OF  
OIWARE, INC.**

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE 1**

**Name**

The name of this corporation shall be:

OiWare, Inc.

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REGISTRATION

**ARTICLE 2**

**Principal Office and Mailing Address**

The address of the principal office and the mailing address of this corporation shall be:

511 Brooker Road  
Brandon, Florida 33511

**ARTICLE 3**

**Business and Purposes**

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

**ARTICLE 4**

**Capital Stock**

(a) Authorized Capitalization. The total number of shares of capital stock authorized to be issued by this corporation shall be 100,000 shares of Class A, voting

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common stock, par value \$.01 per share (the "Voting Common Stock"), and 100,000 shares of Class B, nonvoting common stock, par value \$.01 per share (the "Nonvoting Common Stock").

(b) Payment for Stock. The consideration for the issuance of capital stock of this corporation may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(c) Voting.

(i) The relative rights, privileges and limitations of the shares of Voting Common Stock and the Nonvoting Common Stock shall be in all respects identical, share for share, except that the voting power for the elections of directors and for all other purposes shall be vested exclusively in the holders of the shares of Voting Common Stock and, except as otherwise required by law, the holders of the shares of Nonvoting Common Stock shall not have any voting power. Each share of Voting Common Stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. Distributions of either shares of Voting Common Stock or Nonvoting Common Stock may, in the discretion of the Board of Directors, be made to the holders of either or both classes of shares.

(ii) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

(d) Dividends. Any dividends are to be shared among the holders of shares of outstanding Voting Common Stock and Nonvoting Common Stock on a share for share basis.

(e) Preference in the Event of Liquidation.

(i) Upon the liquidation, dissolution or winding up of the business of this corporation, whether voluntary or involuntary, the balance of any cash or assets remaining shall be distributed pro rata among the holders of the outstanding Voting Common Stock and the holders of the outstanding Nonvoting Common Stock on a share for share basis.

(ii) A consolidation, merger or other similar reorganization of this corporation shall not be deemed to be a liquidation, dissolution or winding up of business for purposes of the preceding paragraph.

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**ARTICLE 5**

**Existence of Corporation**

This corporation shall have perpetual existence.

**ARTICLE 6**

**Registered Office and Registered Agent**

The initial registered office of this corporation shall be located at 101 E. Kennedy Boulevard, Suite 2700, Tampa, Florida, 33602, and the initial registered agent of this corporation at such office shall be Nathaniel C. Roland. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

**ARTICLE 7**

**Board of Directors**

The Board of Directors of this corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

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**ARTICLE 8**

**Incorporator**

The name and street address of the incorporator making these Articles of Incorporation are:

**Name**

**Address**

Alec Brophy

511 Brooker Road  
Brandon, Florida 33511

**ARTICLE 9**

**By-Laws**

(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any by-law made by them that such by-law shall not be altered, amended or repealed by the Board of Directors.

(b) The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

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**ARTICLE 10**

**Amendment of Articles of Incorporation**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

**ARTICLE 11**

**Affiliated Transactions**

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.

  
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TRENAM, KEMKER

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**OIWARE, INC.**

**ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

The undersigned, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 11<sup>th</sup> day of July, 2005.



NATHANIEL C. ROLAND

05 JUL 12 AM 11:19  
REGISTRATION DIVISION  
STATE OF FLORIDA

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