

AUG. 23 2005 8:59AM

08/23/2005 09:57

239540215

SCHUTT LAW FIRM

PAGE 82

1/5

P05000117638

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H05000201672 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

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

From: Account Name : SCHUTT LAW FIRM, P.A.
Account Number : F20040000017
Phone : (239)540-7007
Fax Number : (239)540-2154

FILED
05 AUG 23 AM 9:31
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
05 AUG 23 AM 10:53
DIVISION OF CORPORATION

FLORIDA PROFIT CORPORATION OR P.A.

Big Action Consulting & Management, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing

Public Access Help

VIH 8-24-05

AUG.23.2005 10:00AM

NO.549 P.3/5

08/23/2005 09:57 2395402154

SCHUTT LAW FIRM

PAGE 03

FILED

Fax Audit No. H05000201672 3

05 AUG 23 AM 9:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

BIG ACTION CONSULTING & MANAGEMENT, INC.

The undersigned, Darrin R. Schutt, Esq., files in the Office of the Secretary of State of the State of Florida, for the purpose of forming a corporation for profit, in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

I. NAME:

The name of this Corporation shall be: **BIG ACTION CONSULTING & MANAGEMENT, INC.**

II. BUSINESS:

The general nature of the business and businesses to be transacted are as follows:
To transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida of the United States.

Without in any way limiting any of the objects and powers of the Corporation, it is expressly declared and provided that the Corporation, to carry on its business, or for the purpose of accomplishing any of the objects hereinabove mentioned, shall have the power to make and perform contracts of any kind and description, to do any and all other acts and things, and to exercise any and all other powers, either as principal, agent or broker, conferred by the laws of the State of Florida upon corporations formed under the laws of said State, and which now or hereafter may be authorized by law.

III. SHARES:

The authorized capital stock of this Corporation shall consist of ONE HUNDRED (100) shares of common stock, at TEN DOLLARS (\$10.00) par value per share.

IV. EXISTENCE

The corporation shall have perpetual existence.

V. PRINCIPAL OFFICE, MAILING ADDRESS AND REGISTERED AGENT:

The street address of the Corporation's initial principal office is 4002 Del Prado Boulevard, Cape Coral, Florida 33904; the Corporation's mailing address is 4002 Del Prado Boulevard, Cape Coral, Florida 33904; the registered agent for the Corporation is Darrin R. Schutt, Esq., whose address is Suite C, 1105 Cape Coral Parkway East, Cape Coral, Florida 33904.

VI. DIRECTORS and OFFICERS:

The Corporation shall have not less than two (2) Directors, as provided by the By-Laws. The Directors shall hold office for one year, or until their successors have been duly elected and qualified. The initial Directors are:

Michael A. DiFede (Vice President)
4002 Del Prado Boulevard
Cape Coral, Florida 33904

Robert A. Lee, Jr. (President)
4002 Del Prado Boulevard
Cape Coral, Florida 33904

II. INCORPORATOR:

The name and address of the initial incorporator of the Corporation is Darrin R. Schutt, Esq., Suite C, 1105 Cape Coral Parkway, Cape Coral, Florida 33904.

VIII. GENERAL PROVISIONS:

(a) The private property of the stockholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

(b) Subject to the provisions and conditions of this Article, the Corporation shall have full power and lawful authority to accept property, labor and services in payment for shares of its Capital stock in lieu of cash, at a just valuation to be fixed by its Board of Directors.

Fax Audit No. H05000201672 3

(c) A director of the Corporation may transact business, borrow, lend, or otherwise deal or contract with the Corporation to the full extent and subject only to limitations and provisions of the laws of the State of Florida and the laws of the United States.

(d) The Corporation shall indemnify each director and officer of the Corporation against all or any portion of any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer or director of the Corporation (whether or not he continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States.

SUBSCRIBED at Cape Coral, Florida, this 23 day of August, 2005.


Darrin R. Schutt, Esq.
Incorporator

FILED
05 AUG 23 AM 9:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated Corporation at the place designated within the Certificate, the undersigned hereby accepts to act in this capacity and agrees to comply with the provisions of Section 48.091, Florida Statutes.


Darrin R. Schutt