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Fax Number : (813) 223-9620

Bush K. Holland - new

FLORIDA PROFIT/NON PROFIT CORPORATION

APOGEE CONSULTANTS, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
APOGEE CONSULTANTS, INC.**

The undersigned, acting as incorporator of the captioned corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME AND PRINCIPAL OFFICE

The name of this corporation is APOGEE CONSULTANTS, INC. (the "Corporation") and its principal office and mailing address is 4902 Eisenhower Blvd., Suite 185, Tampa, Florida 33634.

ARTICLE II
COMMENCEMENT OF CORPORATE EXISTENCE

The Corporation shall commence its existence upon the filing of these Articles of Organization with the Florida Secretary of State.

ARTICLE III
GENERAL NATURE OF BUSINESS

The Corporation may transact any lawful business for which corporations may be incorporated under Florida law.

Brenda K. Holland, Paralegal
Bush Ross, P.A.
220 S. Franklin Street, Tampa, FL 33602
813-224-9255
Facsimile Audit No.: H06000033957 3

Facsimile Audit No.: H06000033957 3

ARTICLE IV
CAPITAL STOCK

The aggregate number of shares of stock authorized to be issued by this Corporation shall be 1,000,000 shares of common stock, no par value (the "Common Stock"), and 1,000 shares of preferred stock, no par value (the "Preferred Stock"). Each share of issued and outstanding Common Stock shall entitle the holder thereof to fully participate in all shareholders meetings and to cast one vote on each matter with respect to which shareholders have the rights to vote and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution, but each such share shall be subject to the rights and preferences of the Preferred Stock as hereinafter set forth.

The Preferred Stock may be issued in one or more series. The Board of Directors of the Corporation is hereby authorized to issue the shares of Preferred Stock in such series and to fix from time to time before issuance the number of shares to be included in any such series and the designation, relative powers, preferences, rights, qualifications, limitations or restrictions of all shares of such series. The terms of each series of Preferred Stock shall be set forth in a written resolution of the Board of Directors adopted prior to the issuance of any shares of such series.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation shall be 220 S. Franklin Street, Tampa, Florida 33602, and the initial registered agent of the Corporation at such address is Brent A. Jones.

Facsimile Audit No.: H06000033957 3

ARTICLE VI
INCORPORATOR

The name and address of the Corporation's incorporator is:

Name

Address

Brenda K. Holland

220 S. Franklin Street
Tampa, Florida 33602

ARTICLE VII
BY-LAWS

The power to adopt, alter, amend or repeal by-laws of this Corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the Corporation.

ARTICLE VIII
INDEMNIFICATION

If the criteria set forth in §607.0850(1) or (2), *Florida Statutes*, as then in effect, have been met, then the Corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by §607.0850, as then in effect, or by any successor law thereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 7th day of February, 2006.


Brenda K. Holland, Incorporator

Facsimile Audit No.: H06000033957 3

CERTIFICATE DESIGNATING
REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of §§48.091 and 607.0501, Florida Statutes, APOGEE CONSULTANTS, INC., desiring to organize under the laws of the State of Florida, hereby designates Brent A. Jones, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 220 S. Franklin Street, Tampa, Florida 33602, the business office of its Registered Agent, as its Registered Office.

APOGEE CONSULTANTS, INC.

By: 

Brenda K. Holland, Incorporator

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act as such in accordance with the provisions of §§48.091 and 607.0505, Florida Statutes.



Brent A. Jones

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