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TALLAHASSEE, FLORIDA

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D. WHITE APR 26 2006

## CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

*Michael Spinelli, Inc.*

Signature \_\_\_\_\_

Requested by: *WL*

Name

Date

Time

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☒ Art of Inc. File \_\_\_\_\_

☐ LTD Partnership File \_\_\_\_\_

☐ Foreign Corp. File \_\_\_\_\_

☐ L.C. File \_\_\_\_\_

☐ Fictitious Name File \_\_\_\_\_

☐ Trade/Service Mark \_\_\_\_\_

☐ Merger File \_\_\_\_\_

☐ Art. of Amend. File \_\_\_\_\_

☐ RA Resignation \_\_\_\_\_

☐ Dissolution / Withdrawal \_\_\_\_\_

☒ Annual Report / Reinstatement \_\_\_\_\_

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☐ Certificate of Good Standing \_\_\_\_\_

☐ Certificate of Status \_\_\_\_\_

☐ Certificate of Fictitious Name \_\_\_\_\_

☐ Corp Record Search \_\_\_\_\_

☐ Officer Search \_\_\_\_\_

☐ Fictitious Search \_\_\_\_\_

☐ Fictitious Owner Search \_\_\_\_\_

☐ Vehicle Search \_\_\_\_\_

☐ Driving Record \_\_\_\_\_

☐ UCC 1 or 3 File \_\_\_\_\_

☐ UCC 11 Search \_\_\_\_\_

☐ UCC 11 Retrieval \_\_\_\_\_

☐ Courier



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

April 24, 2006

CAPITAL CONNECTION, INC.

SUBJECT: MICHAEL SPINELLI, INC.  
Ref. Number: W06000019058

**RE-SUBMIT**  
PLEASE OBTAIN THE ORIGINAL  
AND RE-FILE

We have received your document for MICHAEL SPINELLI, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White  
Document Specialist  
New Filing Section

Letter Number: 606A00027823

**RE-SUBMIT**  
PLEASE OBTAIN THE ORIGINAL  
AND RE-FILE

RECEIVED  
06 APR 25 PM 12:20  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**MICHAEL SPINELLI SERVICES, INCORPORATED**

**FILED**

**06 APR 21 PM 12:18**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**ARTICLE I  
NAME**

**The name of this corporation is MICHAEL SPINELLI SERVICES, INCORPORATED**

**ARTICLE II  
DURATION**

**This corporation shall have a perpetual existence commencing upon the filing hereof as provided by Florida Statutes, of these Articles of Incorporation by the Department of State.**

**ARTICLE III  
PURPOSE**

**The nature of the business or purposes to be conducted or promoted are: to operate a cabinet sales and installation business and doing all activities incidental thereto and associated therewith, and to transact any or all lawful activities or businesses permitted under the laws of the United States and the State of Florida, or any other state, county, or nation.**

**ARTICLE IV  
CAPITAL STOCK**

**This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.**

**ARTICLE V  
VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

**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 (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VII  
INITIAL REGISTERED OFFICE AND AGENT**

The mailing address and the address of the initial registered principal office of this corporation is 1355 Martin Road, Rockledge, Florida 32955, and the name of the initial registered agent of this corporation is MICHAEL SPINELLI, and his address is 1355 Martin Road, Rockledge, Florida 32955.

**ARTICLE VIII  
INITIAL BOARD OF DIRECTORS and/or OFFICERS**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and address of the initial Director of this corporation is:

<b>NAME:</b>	<b>ADDRESS:</b>
MICHAEL SPINELLI	1355 Martin Road Rockledge, Florida 32955

The initial officer of the Corporation is as follows:

<b>NAME:</b>	<b>ADDRESS:</b>	<b>TITLE:</b>
MICHAEL SPINELLI	1355 Martin Road Rockledge, Florida 32955	President Secretary Treasurer

**ARTICLE IX  
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is:

<b>NAME:</b>	<b>ADDRESS:</b>
<b>MICHAEL SPINELLI</b>	<b>1355 Martin Road Rockledge, Florida 32955</b>

**ARTICLE X  
BYLAWS**

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

**ARTICLE XI  
APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER**

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

**ARTICLE XII  
COMPENSATION OF DIRECTORS**

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

**ARTICLE XIII  
INDEMNIFICATION**

This corporation shall, to the fullest extent permitted by Florida law, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said Statute from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said Statute, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled to under any Bylaw, agreement, vote of stockholders, or disinterested directors, or otherwise, both as to action in his official

capacity and as to action in another capacity while holding such officer, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ARTICLE XIV  
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20<sup>th</sup> day of April, 2006.

  
Michael Spinelli

STATE OF FLORIDA  
COUNTY OF BREVARD

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared MICHAEL SPINELLI, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that she executed these Articles of Incorporation, and produced a Florida driver's license as identification and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 20<sup>th</sup> day of April, 2006.

My Commission Expires:

  
Notary Public, State of Florida at Large



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

**SERVICES, INCORPORATED,**  
**MICHAEL SPINELLI** desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Rockledge, County of Brevard, State of Florida, has named **MICHAEL SPINELLI** as its agent to accept service of process within the State of Florida.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

  
Michael Spinelli

**FILED**  
**06 APR 21 PM 12:18**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**