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SECRETARY OF STATE TALLAHASSEE, FLORIDA

06 MAY 23 PM 4: 0

### **COVER LETTER**

Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

SUBJECT:	PelicanBytes, Inc.							
SUBJECT.	(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)							
		`						
Enclosed are an orig	ginal and one (1) copy of the art	ticles of incorporation and	d a check for:					
S70.00	\$78.75	☒ \$78.75	\$87.50					
Filing Fee	Filing Fee	Filing Fee	Filing Fee,					
	& Certificate of Status	& Certified Copy	Certified Copy					
		1	& Certificate of					
		ADDITIONAL CO	Status DPV PROHIDED					
		ADDITIONAL CO	T REQUIRED					
FROM:	Millie Hartzog, Paral	egal						
	Name (Printed or typed)							
	77 1 A . J. H T 7 /	C. Day Office Day 122						
	Hand Arendall, L.L.C., Post Office Box 123  Address							
		riduress						
	Mobile, Alabama 36602							
	City, State & Zip							
		•						
	(251) 694-6243							
	Daytime Telephone number							

NOTE: Please provide the original and one copy of the articles.

#### **ARTICLES OF INCORPORATION**

#### <u>OF</u>

#### PELICANBYTES, INC.

06 MAY 23 PH 4: 06
SEURETARY OF STATE
TAIL AHASSEF, FLORIDA

These Articles of Incorporation are made and entered into by the undersigned pursuant to Chapter 607 of the Florida Statutes (the "Act") on this 10<sup>th</sup> day of May, 2006.

#### **ARTICLE ONE**

The name of the corporation shall be "PelicanBytes, Inc."

#### ARTICLE TWO

The location and mailing address of the corporation's principal office is:

1762 Ensenada Tres Pensacola Beach, Florida 32561

#### **ARTICLE THREE**

The purposes for which the corporation is organized are the transaction of all lawful business for which corporations may be incorporated under the Act. The corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs. Without limiting the foregoing, the corporation's powers and authority shall include the following:

- (a) To engage in, conduct, and carry on the business of providing pests detection services and other goods that are related to such services and such business;
- (b) To sue and be sued, complain and defend in its corporate name;
- (c) To have a corporate seal, which may be altered at will, and to use it, or a facsimile of it, by impressing or fixing it or in any manner reproducing it;

- (d) To make and amend bylaws, not inconsistent with its Articles of Incorporation or with the laws of this state, for managing the business and regulating the affairs of the corporation;
- (e) To purchase, receive, lease, or otherwise acquire, and own, hold, improve, use, and otherwise deal with, real or personal property, or any legal or equitable interest in property, wherever located;
- (f) To sell, convey, mortgage, pledge, lease, exchange, and otherwise dispose of all or any part of its property;
- (g) To purchase, receive, subscribe for, or otherwise acquire; own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with shares or other interests in, or obligations of, any other entities;
- (h) To make contracts, including guaranty and suretyship contracts and indemnity agreements, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be convertible into or include the option to purchase other securities of the corporation), secure any of its obligations (or the obligations of others for whom it can make guarantees, whether or not a guaranty is made) by mortgage or pledge of or creation of security interests in any of its property, franchises, or income, and, without limiting the generality of the foregoing:
  - (1) Make contracts of guaranty and suretyship and indemnity agreements that are necessary or convenient to the conduct, promotion or attainment of the business of the contracting corporation, and
  - (2) Make contracts of guaranty and suretyship and indemnity agreements that are necessary or convenient to the conduct, promotion or attainment of the business of:
    - (i) an entity that is wholly owned, directly or indirectly, by the contracting corporation, or
    - (ii) a person that owns, directly or indirectly, all of the outstanding stock of the contracting corporation, or

- (iii) an entity that is wholly owned, directly or indirectly, by a person that owns, directly or indirectly, all of the outstanding stock of the corporation;
- (i) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;
- (j) To be a promoter, incorporator, partner, member, trustee, associate, or manager of any domestic or foreign corporation, partnership, joint venture, limited liability company, trust, or other entity;
- (k) To conduct its business, locate offices, and exercise the powers granted by this Article within or without this state;
- To elect directors and appoint officers, employees, and agents of the corporation, define their duties, fix their compensation, and lend them money and credit;
- (m) To pay pensions and establish pension plans, pension trusts, profit sharing plans, share bonus plans, share option plans, or other welfare, benefit or incentive plans for any or all of its current, future, or former directors, officers, employees, and agents;
- (m) To make donations for the public welfare or for charitable, scientific, or educational purposes;
- (o) To transact any lawful business that will aid governmental policy; and
- (p) To make payments or donations, or do any other act, not inconsistent with law, that furthers the business and affairs of the corporation.

The foregoing clauses shall be construed as being objects and purposes and powers, and the foregoing shall, except where otherwise expressed, be in nowise limited to, restricted by reference to, or inference from, the terms of any other clauses in these Articles of Incorporation, but the objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects, purposes and powers. The foregoing enumeration of specific objects, purposes and powers shall not be deemed to restrict or diminish the general powers of the corporation, and the

enjoyment and exercise thereof, as conferred by the laws of the State of Florida on business corporations organized pursuant to said laws.

#### **ARTICLE FOUR**

The aggregate number of shares which the corporation shall have authority to issue shall be 20,000,000, consisting of one class of common stock of the par value of \$.01 per share.

#### **ARTICLE FIVE**

The number of directors constituting the initial board of directors shall be three (3), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successor is elected and qualifies, are as follows:

Tom A. David
1762 Ensenada Tres
Pensacola Beach, Florida 32561

Patricia L. Roberts
1762 Ensenada Tres
Pensacola Beach, Florida 32561

William J. (Jim) Oeding 8520 Gulf Boulevard Navarre Beach, Florida 32566

#### **ARTICLE SIX**

The location and mailing address of the corporation's initial registered office, and the name of its initial registered agent at such address, are as follows:

Tom A. David 1762 Ensenada Tres Pensacola Beach, Florida 32561

#### **ARTICLE SEVEN**

The name and address of the incorporator are as follows:

## Tom A. David 1762 Ensenada Tres Pensacola Beach, Florida 32561

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Tom A. David

As Registered Agent

Tom A. David

As Incorporator

Date

Date

#### THIS INSTRUMENT PREPARED BY:

Gregory R. Jones, Esq. Hand Arendall, L.L.C. 3000 AmSouth Bank Building Post Office Box 123 Mobile, Alabama 36601 (251) 432-5511

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