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# FLORIDA PROFIT/NON PROFIT CORPORATION

CENTURA INTERNATIONAL CIRCUITS, INC.

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#### ARTICLES OF INCORPORATION

OF

# CENTURA INTERNATIONAL CIRCUITS, INC.

### ARTICLE I

# Name and Address

The name of this corporation is CENTURA INTERNATIONAL CIRCUITS, INC., whose place of business is located at 10720 72<sup>ND</sup> Street N., Suite 301, Largo, FL 33777.

# ARTICLE II Duration

The term of existence of this corporation shall be perpetual.

## ARTICLE III Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

Prepared by: Stephen O. Cole, Esq. Macfarlane Ferguson & McMullen Fost Office Box 1669 Clearwater, FL 33757-1669 (727) 441-8966 Florida Bar # 198250

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# ARTICLE IV Capital Stock

This corporation is authorized to issue One Thousand (1,000) shares at One Dollar (\$1.00) par value common stock, which shall be designated "common shares". The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of the corporation may be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986.

All voting powers of this corporation shall be vested in the common stock above designated.

### ARTICLE V Preemptive Rights

Any shareholder, upon the sale by the corporation for cash of any new stock of this corporation, 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.

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# ARTICLE VI Initial Registered Office and Agent

The street address of the initial registered office of this corporation is: 11541 Harborside Circle, Largo, FL 33773, and the name of the initial registered agent of this corporation at that address is RICHARD GREGORSKI.

# ARTICLE VII Initial Board of Directors and Officers

This corporation shall have two (2) director(s) and/or officer(s) initially. The number of directors and/or officers may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and addresses of the initial directors and officers of this corporation are:

Name	<u>Address</u>	Office
Richard Gregorski	11541 Harborside Circle Largo, FL 33777	Pres/Director
Donna Gregorski	11541 Harborside Circle Largo, FL 33777	Secretary

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# ARTICLE VIII Incorporators

The name and address of the person(s) signing these Articles

19:

Name

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the state of

### Address

Richard Gregorski

11541 Harborside Circle Largo, FL 33777

ARTICLE IX Bylaws

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

## ARTICLE X Shareholder Quorum and Voting

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

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# ARTICLE XI <u>Powers</u>

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, and, in addition to and not in limitation thereof, this corporation shall have the power to guarantee the performances of obligations of other persons, partnerships, corporations, or other entities.

### ARTICLE XII Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

## ARTICLE XIII Amendment

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

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IN WITNESS WHEREOF, the undersigned Incorporator has executed

these Articles of Incorporation this  $\frac{25}{25}$  day of January, 2007.

RICHARD GREGORSK

Incorporator

STATE OF FLORIDA COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, RICHARD GREGORSKI, to me personally known or who has produced \_\_\_\_\_\_\_\_ as identification and who did take an oath, and known to me to be the individual described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Largo, said County and State, this  $25^{\circ}$  day of January, 2007.

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Notary Public Print Name My Commission Expires:

Kathleen A. O'Heam My Commission DD224974 Expl/es July 20, 2007 .....

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#### ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

### ACKNOWLEDGMENT:

Having been named to accept service for process for CENTURA INTERNATIONAL CIRCUITS, INC., at the place designated in this Certificate, I hereby accept and agree to act in said capacity and agree to comply with the provisions of the Florida Corporation Act relative to keeping open said office.

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RICHARD GREGORSKI • • • .

> 1001 JAN 29 A 11: 43 SECRETARY OF STATE ALLAHASSES, FLORIDA

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