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2007 FEB 23 P 4: 17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

2-23-07  
WCC

William J. Bosch  
Michael D. Chiumento  
Michael D. Chiumento III  
Paul M. Guntharp, Jr.  
Jay W. Livingston



4 Old Kings Road North, Suite B  
Palm Coast, FL 32137  
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February 20, 2007

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: tmgellipsis, inc.

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation concerning tmgellipsis, inc., together with our firm's check in the amount of \$78.75 representing your filing fee. If all is in order, kindly file the Articles and return a certified copy of same to the undersigned. Please note, the owners of this new corporation are the same as tmgellipsis, LLC.

If you have any questions, please do not hesitate to call.

Sincerely,

Karolyn Sheekey  
Secretary

encl.

**ARTICLES OF INCORPORATION**

of

tmgellipsis, inc.

**FILED**  
2007 FEB 23 P 4:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporators of these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of this corporation is:

tmgellipsis, inc.

**ARTICLE II. NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is to operate a real estate investment business; and to engage in every and any aspect and phase of any and every lawful business, including, but not limited to, the following activities:

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries.

To loan money, to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payments of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and whole owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have

outstanding at any one time is: 100 shares of common stock with a no par value. The consideration to be paid for each share shall be fixed by the Board of Directors. There shall be no other class of stock. The incorporators may, by contract, restrict the alienability of this stock. An endorsement shall be made upon each certificate of stock indicating the existence of such contract.

#### **ARTICLE IV. TERM OF EXISTENCE**

This corporation is to exist perpetually.

#### **ARTICLE V. ADDRESS**

The street and mailing address of the initial principal office of this corporation in the State of Florida is 36 Bickshire Lane, Palm Coast, FL 32137. The Board of Directors may, from time to time, move the principal office or mailing address to any other addresses in Florida.

#### **ARTICLE VI. DIRECTORS**

The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time, by By-Laws adopted by the stockholders.

#### **ARTICLE VII. INITIAL DIRECTORS**

The names and post office addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
Leon D. Wiggan	36 Bickshire Lane Palm Coast, FL 32137

#### **ARTICLE VIII. INCORPORATORS**

The name and post office address of each incorporator of these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Leon D. Wiggan	36 Bickshire Lane Palm Coast, FL 32137

#### **ARTICLE IX. AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law.

**ARTICLE X. REGISTERED AGENT AND OFFICE**

The registered agent and office for this corporation shall be Chiumento & Guntharp, P.A., 4 Old Kings Road North, Suite B, Palm Coast, Florida 32137, to accept service of process within this State as to this corporation. The Registered Agent and office of the Corporation may be changed by the Corporation at anytime in accordance with the provisions of Florida law.

  
\_\_\_\_\_  
LEON D. WIGGAN, Incorporator

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING  
IS SUBMITTED:

FIRST: THAT TSGELLIPSIS, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER  
THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT  
36 BICKSHIRE LANE, PALM COAST, FL 32137, HAS NAMED CHIUMENTO & GUNTARP,  
P.A., 4 OLD KINGS ROAD NORTH, SUITE B, PALM COAST, STATE OF FLORIDA, 32137 AS  
ITS REGISTERED AGENT AND OFFICER TO ACCEPT SERVICE OF PROCESS WITHIN  
FLORIDA.

  
\_\_\_\_\_  
LEON D. WIGGAN, Incorporator  
DATE: 2/20, 2007

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY  
AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE  
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE  
PERFORMANCE OF MY DUTIES.

CHIUMENTO & GONTHARP, P.A.

By: 

MICHAEL D. CHIUMENTO  
REGISTERED AGENT

DATE: 2/20, 2007

FILED  
2007 FEB 23 P 4:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA