

PO9000079371

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H09000206708 3)))



H090002067083ABC%

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number : (850) 617-6381

From:
Account Name : HILL WARD HENDERSON
Account Number : 072100000520
Phone : (813) 221-3900
Fax Number : (813) 221-2900

2009 SEP 23 P 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

FLORIDA PROFIT/NON PROFIT CORPORATION

401k ASP Holdings, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

RECEIVED
09 SEP 23 PM 4:42
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

SEP 24 2009
D.A. WHITE

((H09000206708 3)))

FILED

ARTICLES OF INCORPORATION

2009 SEP 23 P 1:01

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

401K ASP HOLDINGS, INC.

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be: 401k ASP Holdings, Inc.

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be 5310 Cypress Center Drive, Suite 101, Tampa, Florida 33609.

ARTICLE III

Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 1,000,000 shares of common stock with a par value of \$0.001 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

ARTICLE IV

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 101 E. Kennedy Boulevard, Suite 3700, Tampa, Florida 33602 and the initial registered agent of this corporation at such office shall be R. Reid Haney. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

((H09000206708 3)))

(((H09000206708 3)))

**ARTICLES OF INCORPORATION OF
401K ASP HOLDINGS, INC.****PAGE 2****ARTICLE V
Board of Directors**

The Board of Directors of this corporation shall consist of a number of directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders.

**ARTICLE VI
Initial Board of Directors**

The initial Board of Directors of this corporation shall consist of four (4) members, such members to hold office until their successor or successors have been duly elected and qualified. The names and street addresses of the initial directors are:

Peter Kirtland
5310 Cypress Center Drive, Suite 101
Tampa, Florida 33609

James Olson
5310 Cypress Center Drive, Suite 101
Tampa, Florida 33609

Michael Gottfried
5310 Cypress Center Drive, Suite 101
Tampa, Florida 33609

Manish Gupta
1048 3rd Street
Santa Monica, CA 90403

**ARTICLE VII
Incorporator**

The name and street address of the incorporator making these Articles of Incorporation is R. Reid Haney, 101 E. Kennedy Boulevard, Suite 3700, Tampa, Florida 33602.

**ARTICLE VIII
Purposes and Duration**

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

This corporation shall have perpetual existence.

(((H09000206708 3)))

(((H09000206708 3)))

**ARTICLES OF INCORPORATION OF
401K ASP HOLDINGS, INC.****PAGE 3****ARTICLE IX****Bylaws**


The power to adopt the bylaws of this corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation.

ARTICLE X**Amendment of Articles of Incorporation**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.

DATED this 23rd day of September, 2009.



R. Reid Hancy**ACCEPTANCE OF SERVICE AS REGISTERED AGENT
401K ASP HOLDINGS, INC.**

The undersigned, R. Reid Hancy, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of such position.

DATED this 23rd day of September, 2009.



R. Reid Hancy

FILED
2009 SEP 23 P 1:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(((H09000206708 3)))