



Prentice Hall Legal & Financial Services

ATTN: (904) 222-7495

1201 HAYS STREET, SUITE 105
TALLAHASSEE, FL 32301

CORPORATION(S) NAME

CHARTER NUMBER

George Sapp International Inc

P95000013387

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☐ Amendment
☐ Annual Report
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Domestication
☐ Fictitious Business Name
☐ Foreign - Profit
☐ Foreign - Non-Profit
☐ Limited Partnership
☐ Limited Liability
☐ Mtr. Veh.

☐ Merger
☐ Name Reservation
☐ Name Registration
☐ Non-Profit/Articles of Incorporation
☐ Other
☒ Profit/Articles of Incorporation
☐ Reinstatement
☐ Resignation of R.A., Off/Dir
☐ Trademark
☐ UCC/Filing 1
☐ UCC/Filing 3

☒ Certified Copy
☐ Photocopy
☐ Corporate Print-Out
☐ Fictitious/Owner Search

☐ CUS
☐ Good Standing
☐ R.A., Off/Dir Search

(☒) Walk in

(☐) Call if Problem

(☐) Will Wait

(☒) Pick up 2/16/95
DATE/TIME

FOR PRENTICE HALL'S USE ONLY

BRANCH ORDERING: 0000 BY: AMM JIC

BRANCH RECEIVING: 0000 BY: 0000

REF/JOB #

CLIENT MATTER #

SAME DAY 24 HR ROUTINE

VERBAL REQUESTED YES OR NO

DATE SENT MAIL FAX FED EXP

FILED

SENT TO BRANCH CLIENT ☒

SPECIAL INSTRUCTIONS

CHECK #

ST./CTY/ FEES 132.50

CORR. FEE/
SPEC. HANDL.

MESSENGER

COPIES

FAX FEE

OTHER

TOTAL

ARTICLES OF INCORPORATION
OF
GEORGE SCOTT INTERNATIONAL, INC.

Article I - Name and Address

The name, address and principal place of business of this corporation is:

GEORGE SCOTT INTERNATIONAL, INC.
1098 Park Lane
Gulf Breeze, Florida 32561

Article II - Purpose

This corporation is organized for purpose of transacting any or all lawful business for which corporations may be organized under the laws of the United States and the Florida Business Corporation Act and to engage in any business or transaction deemed necessary, convenient or incidental to carrying out any of such business within or without the United States.

Article III - Capital Stock

This corporation is authorized to issue 10,000 shares of common stock, par value US \$.001 per share (the "Common Stock"). The Board of Directors may authorize the issuance of the Common Stock to such persons upon such terms and for such consideration in cash, property or services as the Board of Directors may determine and as may be allowed by law. The just valuation of such property or services shall be fixed by the Board of Directors. All of the Common Stock, when issued, shall be fully paid and exempt from assessment.

Article IV - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is:

701 Brickell Avenue
Suite 2000
Miami, Florida 33131

and the name of the initial registered agent of this corporation at such address is WLMC REGISTERED AGENTS, INC.

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Article V - Incorporator

The name and address of the initial incorporator of this corporation is:

Leslie J. Croland
701 Brickell Avenue
Suite 2000
Miami, Florida 33131

Article VI - Powers

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act, including specifically the power to make loans or advances to, purchase any stock, other securities or evidences of indebtedness of, or make any investment or acquire any interest whatsoever in, or be a promoter, incorporator, general partner, limited partner, member, associate or manager of, any other person, corporation, limited liability company, association, partnership, limited partnership, joint venture, trust or other enterprise; become an accommodation obligor, maker, guarantor, and mortgagor, with or without consideration, in connection with the obligations and indebtedness, both past and future, of any other person, corporation, association, partnership or limited partnership, even though such obligations and indebtedness are not related to or do not tend to promote this corporation's business; and to endorse, guarantee and secure, with or without consideration to this corporation, the payment of the obligations and indebtedness, both past and future, of any other persons, corporations, associations, and partnerships and for these purposes to execute and deliver with or without consideration, such promissory notes, guarantees, mortgages, chattel mortgages, assignments, or other instruments as it may deem advisable.

Article VII - Director Conflicts of Interest

No contract or other transaction between this corporation and one or more of its directors, or between this corporation and any other corporation, firm, association or other entity in which one or more of the directors are directors or officers, or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or her votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors, or a duly empowered committee thereof, which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for such purpose

without counting the vote or votes of such interested director or directors; or

(b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the Board of Directors, committee or the shareholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.


Article VIII - Indemnification

Any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether or not brought by or in the right of the corporation, brought to impose any liability or penalty on such person for any act or acts alleged to have been committed (including alleged omissions or failures to act) by such person in his or her capacity as director, officer, employee, or agent of the corporation, or of any other corporation, partnership, joint venture, trust, or other enterprise which he or she served as such at the request of the corporation, shall be indemnified by the corporation, unless the conduct of such person is finally adjudged to have been grossly negligent or to constitute willful misconduct, against judgments, fines, reasonable amounts paid in settlement, and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action, suit, or proceeding, including any appeal thereof. The corporation shall pay such expenses, including attorney's fees, in advance of the final disposition of any such action, suit or proceeding upon receipt of an undertaking satisfactory to the Board of Directors by or on behalf of such person to repay such amount, unless it shall ultimately be determined that he or she is entitled to indemnification by the corporation for such expense. Indemnification hereunder 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 person. The Board of Directors may authorize the purchase and maintenance of insurance on behalf of any person who is or was a director, officer, employee, or agent of another corporation, partnership, limited partnership, joint venture, trust, or other enterprise against liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability hereunder.

Article IX - Duration

The duration of the corporation is perpetual, unless sooner liquidated or dissolved in accordance with law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 15 day of February, 1995.



Leslie J. Croland
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for GEORGE SCOTT INTERNATIONAL, INC. at the place designated in the Articles of Incorporation, WLMC REGISTERED AGENTS, INC., 701 Brickell Avenue, Suite 2000, Miami, Florida 33131 hereby agrees to act in this capacity, and agrees to comply with the provisions of Section 607.0501 Fla. Stat. (1990), relative to keeping open such office until such time as he shall notify the corporation of his resignation.

Dated this 15 day of February, 1995.

WLMC Registered Agents, Inc.

By:

Leslie J. Croland
Leslie J. Croland
Authorized Representative

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95 FEB 16 PM 1:35
FBI - MIAMI