

P95000014799

SPIDERMAN S. MULHOLLAND
855 Cody Lane
Pensacola, Florida 32504

January 18, 1995

904-477-7511
1114-6302-Office

Secretary of State
Corporate Division
Post Office Box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE
1-18-95

200001385932
-01/20/95--01089--004
****122.50 ****122.50

To Whom It May Concern:

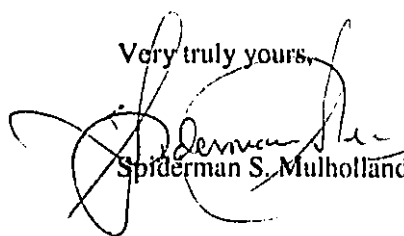
Enclosed is a check for \$122.50 and two notarized copies of the Articles of Incorporation for Spiderman's Professional Services, Inc.

We have been informed that this corporate name is available and we are not aware of any other entity using this name in the State of Florida.

Please process this information and return the necessary materials to me at the above address.

Thank you for your assistance in this matter.

Very truly yours,


Spiderman S. Mulholland

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95 JAN 20 PM 1:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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2/22

RECD
1-20

WFS-1733



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 25, 1995

SPIDERMAN S. MULHOLLAND
855 CODY LANE
PENSACOLA, FL 32504

SUBJECT: SPIDERMAN'S PROFESSIONAL SERVICES, INC.
Ref. Number: W95000001733

We have received your document for SPIDERMAN'S PROFESSIONAL SERVICES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6924.

Sharon Tala
Document Specialist Supervisor

Letter Number: 295A00003111

EFFECTIVE DATE
1-18-95

ARTICLES OF INCORPORATION
OF

SPIDERMAN'S PROFESSIONAL SERVICES, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscribers to these articles of incorporation, each a natural person competent to contract, hereby associates themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is Spiderman's Professional Services, Inc. (hereinafter referred to as the Corporation).

ARTICLE II

The specific type of business the company shall be conducting shall be waterproofing and window cleaning.

The general nature of the business to be transacted by the Corporation is to engage in the transaction of any and all lawful business for which corporation may be incorporated under the laws of the State of Florida, including:

To buy, sell, build, contract, equip, repair, maintain, improve, lease and let lands, dwellings, buildings, stores, warehouses, and other lands or buildings necessary, proper or convenient for corporate purposes and for general sale.

To make, buy, sell, purchase, assign, hypothecate and otherwise deal in notes, mortgages, bonds and other evidences of indebtedness secured and unsecured, guaranteed, insured or of conventional type.

To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, to invest, trade, deal in and deal with goods, wares and merchandise and real and personal property of every class and description.

To acquire, and pay for in cash, stock, bonds of this Corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To borrow money and contract debts when necessary for the transaction of its business or for the exercise of the corporate rights, privileges, or franchise or for any other lawful purposes of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidence of indebtedness, payable at a specified time or times, or payable upon the happening of a specified event or events, whether secured by

mortgage, pledge or otherwise, or unsecured, for money borrowed or in payment for property purchased or acquired or any other lawful objects.

In any manner to acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses or other rights or interests therein and thereunder.

To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation or corporations organized under the laws of this State or any other state or government, and while the owners of such stock to exercise all the rights, powers, and privileges of ownership, including the right to vote thereon.

To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own capital stock except surplus of its assets over its liabilities including capital; and provided further, that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly, nor counted as outstanding for the purposes of any stockholders quorum or vote.

To conduct business, have one or more offices and hold, purchase, mortgage and convey real and personal property in the State of Florida and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia and in foreign countries.

To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation or any amendment thereto or necessary or incidental to the protection and benefit of this Corporation, and in general to carry on any lawful business necessary or incidental to the attainment of the objects of this Corporation, whether or not such business is similar in nature to the objects set forth in these Articles of Incorporation, or any amendment thereto, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.

To engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

The foregoing clauses shall be constructed both as objects and powers, and shall be in addition to those powers granted by statute; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this Corporation or the nature of business or businesses to be transacted or engaged in by said Corporation, but shall be in addition to the business or businesses authorized to be conducted by the Corporation under the laws of the State of Florida.

ARTICLE III

This Corporation shall exist perpetually and the existence shall cease only upon its lawful dissolution.

ARTICLE IV

The aggregate number of shares which the Corporation shall have authority to issue is 1,000 shares with \$1 par value. The shares shall be designated as Common Stock and shall have identical rights and privileges in every respect. After incorporation, the Corporation is authorized to create and issue any and all classes of either preferred or common stock, with or without par value, with or without voting rights, as may be approved by a majority vote of the Corporation's shareholders entitled to vote at the meeting where such is offered for a vote to the then shareholders of the Corporation.

ARTICLE V

The Corporation will not commence business until it has received for the issuance of its shares consideration of the value of Two Hundred Fifty (\$250.00) Dollars, consisting of money, labor done, or property actually received.

The capital stock of the Corporation shall be issued within two (2) years of the date of incorporation and said stock in all respects shall be considered to comply with the provisions of Section 1244 of the Internal Revenue Code of 1986, as amended.

ARTICLE VI

The address of its initial principal office of the Corporation is: 855 Cody Lane, Pensacola, Florida 32504.

The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VII

The number of directors constituting the Initial Board of Directors is three (3) and the name and street address of the persons who are to serve as directors until the first meeting of the shareholders, or until their successors are elected and qualified, is as follows:

Spiderman S. Mulholland
3820 Collinswood Road
Pensacola, Florida 32514

Scott A. Stephen, 918 Artesian, Pensacola, Florida 32505

Terry L. Bryan, 1836 Nestle Drive, Pensacola, Florida 32534

ARTICLE VIII

The name and street address of the members of the first Board of Directors, who, subject to the provisions of the Articles of Incorporation, the By-Laws of this Corporation, and the laws of the State of Florida, shall hold office until their successors are elected and qualified, are as follows:

Spiderman S. Mulholland
3820 collingswood Road
Pensacola, Florida 32514

Scott A. Stephen, 918 Artesian, Pensacola, Florida 32505

Terry L. Bryan, 1836 Nestle Drive, Pensacola, Florida 32534

ARTICLE IX

The name and street address of the member of the subscribers to these Articles of Incorporation, and the number of shares of stock which that person respectively agreed to take and pay for, is as follows:

Spiderman S. Mulholland
3820 collingswood Road
Pensacola, Florida 32514
Number of Shares: 250

Scott A. Stephen, 918 Artesian, Pensacola, Florida 32505 Number of Shares: 0

Terry L. Bryan, 1836 Nestle Drive, Pensacola, Florida 32534 Number of Shares: 0

The whole or any part of the capital stock of the Corporation (including that subscribed herein) may be paid for in money, or in property, labor, services, or real estate, having a value, in the judgment of the Board of Directors, equivalent to the full par value of the share of stock to be issued therefor.

The Board of Directors is hereby authorized to issue and hold all or any part of the shares of the capital stock of the Corporation (including that herein subscribed) as partly paid.

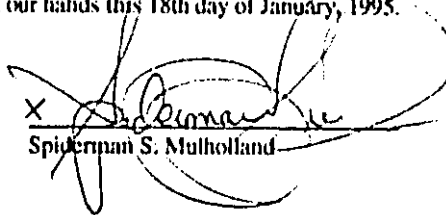
ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all the directors sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI

Corporate existence shall begin on the date that this subscription is executed.

IN WITNESS WHEREOF, we have hereunto set our hands this 18th day of January, 1995.

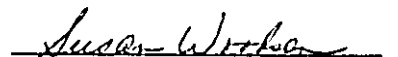
X 
Spiderman S. Mulholland

STATE OF FLORIDA

COUNTY OF ESCAMBIA

I, the undersigned, a Notary Public, do hereby certify that on this, the 18th day of January, 1995, personally appeared before me Spiderman S. Mulholland, who produced a Florida's drivers license or is personally known to me and who being by me duly sworn, declared that he is the person who signed the foregoing instrument as incorporator, and that the statements therein are true and correct.

Official Notary Seal
Susan Woodson
Notary Public State of Florida
Commission No. CC 418023
My Commission Exp. Nov. 1, 1998


NOTARY PUBLIC IN AND FOR THE
STATE OF FLORIDA

Susan Woodson
PRINTED NAME OF NOTARY

November 1, 1998
DATE MY COMMISSION EXPIRES

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: SPIDERMAN'S PROFESSIONAL SERVICES, INC.

2. The name and address of the registered agent and office is:

SPIDERMAN S. MULHOLLAND

(Name)

855 CODY LANE

(P.O. Box not acceptable)

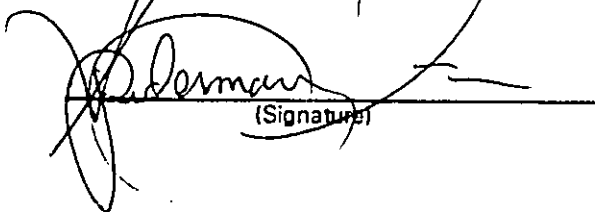
PENSACOLA, FLORIDA 32504

(City/State/Zip)

95 JAN 20 PM 1:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

FEBRUARY 6, 1995

(Date)