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FILED  
95 MAR 16 PM 2:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

March 14, 1995

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

TO WHOM IT MAY CONCERN:


Enclosed please find 1 original Articles Of Incorporation and one copy, along with a check in the amount of \$122.50.

Please date and sign both and return the copy to the following address:

PRIDE CONCEPTS, INC.  
P.O. BOX 1847  
BRADENTON, FL 34206-1847

Thank you.

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-03/16/95--01082--008  
\*\*\*122.50 \*\*\*122.50

3-16-95  


# **ARTICLES OF INCORPORATION OF PRIDE CONCEPTS, INC.**

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TALLAHASSEE, FLORIDA

## **ARTICLE I. NAME**

The name of this corporation shall be **PRIDE CONCEPTS, INC.**

## **ARTICLE II. COMMENCEMENT & DURATION**

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Secretary of State. This corporation's duration shall be perpetual.

## **ARTICLE III. PURPOSE**

This corporation is being organized to engage in the transactions of any and all business activities permitted under the laws of the State of Florida, including but not limited to the following:

A. To engage generally in the business of manufacturing including, but not limited to; the manufacturing, the wholesale, retail, and sales of manufactured goods and all other activities generally contemplated by a corporation.

B. To transact the business of advertising, promoting, and developing the business, by and through the means of preparing advertising, and of advertising the business, commodities, or other property, real or personal, in newspapers, books, booklets, prospectuses, magazines, circulars, pamphlets, "yellow page" type advertising or other similar literature and advertising media.

C. To purchase, hold, pledge, transfer, sell, or otherwise dispose of or deal in, the shares of the capital stock, bonds, debentures, notes or other securities or evidences of indebtedness of any corporation, to receive, collect and dispose of dividends, interests or other income on any such securities held by it, and to any and all acts and things tending to increase the value of said corporation; to issue bonds and secure the same by pledge or deed of trust of or upon any part of such securities or other property held or owned by the company and to sell or pledge such bonds for proper corporate purposes and in the promotion of its corporate business; to purchase, receive, hold and dispose of any securities of any person or corporation, whether such securities shall be bonds, mortgages, debentures, notes, shares of capital stock or otherwise, and in respect to any such securities, to exercise any and all rights and privileges of ownership thereof, and generally to act as investment brokers, agents or principals. To borrow and lend money and negotiate loans. To develop and turn to account any land acquired by or in which the company is interested for building purposes, construction, altering, repairing, pulling down,

decorating, maintaining, furnishing, fitting up and improving buildings, and planting, paving, draining, letting on building lease business which may seem to the company convenient to carry on in connection with the above, or calculated directly or indirectly to enhance the value of or render profitable any of the company's property or rights.

D To enter into contracts or agreements, to make and purchase materials for manufacturing

E To enter into general partnerships, limited partnerships, whether the corporation be a limited or general partner, joint ventures, syndicates, pools, associations and other arrangements for carrying on one or more of the purposes set forth in these Articles of Incorporation, either jointly or in common with others.

F To guarantee, to acquire by purchase, subscription or otherwise, hold for investment or otherwise, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of any other corporation or corporations organized under the laws of the State of Florida or elsewhere, or any bonds, securities or evidences of indebtedness thereof, and while the owner of any such stocks, bonds, securities or evidence of indebtedness, to exercise all of the rights, powers and privileges of ownership, including and right to vote thereon for any and all purposes, and to the extent allowed by the laws of the State of Florida.

G To acquire in any manner, enjoy, utilize, hold, sell, assign, lease, mortgage or otherwise dispose of letters of patent of the United States or of any foreign country, patents, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names or pending applications thereof, relating to or useful in connection with any business of the corporation in which the corporation may have an interest as a stockholder or otherwise.

H To borrow money and contract debts when necessary or desirable for the transaction of its business or for the exercise of its corporate rights, privileges or for any other lawful purpose; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times or payable upon the happening of a specified event or events, secure or unsecured, from time to time, for moneys borrowed or in payment for property acquired or for any of the other objects or purposes of the corporation or for any of the objects of its business or businesses, to secure the same by mortgage or mortgages or deeds of trust, or pledge or other lien upon any or all of the property, rights privileges or franchises of the corporation wheresoever situated, acquired or to be acquired, and to confer upon the holders of any debentures, bonds, or other evidences of indebtedness of the corporation, secured or unsecured, the right to convert the principal thereof into any preferred or common stock of the corporation now or hereafter authorized upon such terms and conditions as shall be fixed by the Board of Directors, to sell, pledge or otherwise dispose of any or all debentures or other bonds, notes or other obligations, in such manner and upon such terms as the Board of Directors may deem judicious, subject, however, to the provisions of Article Three hereof and the laws of the State of Florida.

I To have one or more offices, conduct its business and promote its objects within or without the State of Florida, without restriction as to place or amount invested.

J In general, to carry on any other lawful business whatsoever, either independently or in connection with the foregoing and to have all of the powers and do all the acts granted generally or which may hereafter be granted to corporations for profit under the laws of the State of Florida, and to do any and all acts whether herein set forth specifically or otherwise as fully and

to the same extent as natural persons might or could do.

K The enumeration of the foregoing objects, purposes and powers shall not be construed to limit or restrict in any manner the powers of this corporation.

L To acquire by purchase or lease, or otherwise, lands and interest in lands and to own, hold, improve, develop and manage any real estate so acquired and to erect or cause to be erected on any lands owned, held or occupied by said corporation, buildings or other structures with their appurtenances, whether residential, commercial, and to rebuild, enlarge, alter, or improve any buildings or other structures now or hereafter erected on any lands so owned, held or occupied, and to mortgage, sell, lease or otherwise dispose of any lands or interest in lands and buildings or other structures, and any stores, shops, suites, rooms or parts of any buildings, or other structures at any time owned by the corporation.

#### **ARTICLE IV. CAPITAL STOCK**

This corporation shall have the authority to issue One Thousand shares at One Dollar (\$1.00) par value per share.

#### **ARTICLE V. PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

#### **ARTICLE VI. TRANSFER RESTRICTIONS**

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of thirty days for the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

## **ARTICLE VII. INITIAL BOARD OF DIRECTORS**

The number of directors on this corporation's Initial Board of Directors shall be three (3). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board of Directors are:

John P. Peake  
5400 26 St. W., M-207  
Bradenton, FL 34207

Sandra K. Moore  
606 26 Ave. West  
Bradenton, FL 34205

Keene R. Gratham  
315 48 St., West  
Bradenton, FL 34209

## **ARTICLE VIII. INDEMNIFICATION**

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

## **ARTICLE IX. PRINCIPAL OFFICE AND INITIAL REGISTERED OFFICE**

The address of this corporation's principal office and the address of this corporation's initial registered office shall be:

315 48 St., West  
Bradenton, FL 34209

## **ARTICLE X. REGISTERED AGENT AND REGISTERED AGENT'S ADDRESS**

The name of the individual who shall serve as this corporation's initial registered agent is:

Sharon McCaffery

The address of the individual who shall serve as this corporation's initial registered agent is:

6354 Singletree Trail  
Sarasota, FL 34241

## ARTICLE XI. INCORPORATOR

The names and addresses of the individuals who shall serve as this corporation's incorporators are:

John P. Peake (334 shares)  
5400 26 St. W., M-207  
Bradenton, FL 34205

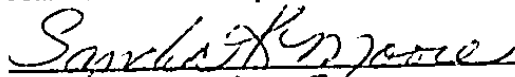
Sandra K. Moore (333 shares)  
606 26 Ave. West  
Bradenton, FL 34205

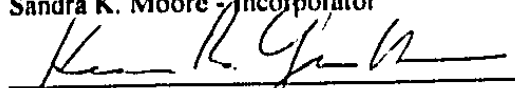
Keene R. Gratham (333 shares)  
315 48 St. West  
Bradenton, FL 34209

## ARTICLE XII. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

  
John P. Peake - Incorporator

  
Sandra K. Moore - Incorporator

  
Keene R. Gratham - Incorporator

STATE OF FLORIDA  
COUNTY OF MANATEE

On this 13 day of March, 1995, John P. Peake, Sandra K. Moore and Kenneth  
Gratham, designated above as the individuals above who shall serve as the corporation's  
incorporators, personally appeared before me and signed and acknowledged signing these Articles  
Of Incorporation of **PRIDE CONCEPTS, INC.**

Martha Carmichael  
Notary Public

My commission expires:

MARTHA CARMICHAEL  
Notary Public, State of Florida  
My Comm. Expires May 2, 1996  
No. CC 366612  
Bonded thru Official Notary Service

Martha Carmichael  
Typed or Printed Name of Notary Public

I hereby accept my designation as resident agent and agree to serve as the resident agent  
of **PRIDE CONCEPTS, INC.** I hereby state that I am familiar with and accept the duties and  
responsibilities as registered agent for **PRIDE CONCEPTS, INC.**

Sharon McCaffrey  
Sharon McCaffrey

STATE OF FLORIDA  
COUNTY OF MANATEE

On this 13<sup>th</sup> day of March, 1995, Sharon McCaffrey, designated above as the  
individual who shall serve as the corporation's initial registered agent and who is personally  
known to me, or produced a Florida driver's license as identification, personally appeared before  
me at the time of notarization, and, after being given the oath, acknowledged signing these  
Articles Of Incorporation of **PRIDE CONCEPTS, INC.**

Martha Carmichael  
Notary Public

My Commission expires:

MARTHA CARMICHAEL  
Notary Public, State of Florida  
My Comm. Expires May 2, 1996  
No. CC 366612  
Bonded thru Official Notary Service

Martha Carmichael  
Typed or Printed Name of Notary Public