

COUNTERATIONS INC.  
4400 - 8th AVENUE SOUTH  
ST. PETERSBURG, FLORIDA 33711

P9500021768

March 3, 1995

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

RECEIVED  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
4400 - 8th AVENUE SOUTH

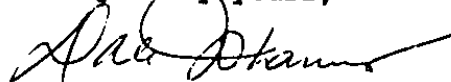
Re: COUNTERATIONS INC.

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,



Dale Johannes

COUNTERATIONS INC.  
4400 - 8th Avenue South  
St. Petersburg, Fl. 33711

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# ARTICLES OF INCORPORATION

of

COUNTERATIONS INC.

(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

## ARTICLE I - CORPORATE NAME

The name of the corporation is:

COUNTERATIONS INC.

## ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

## ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

## ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue Five Hundred shares ( 500 ) of One Dollar(s) ( \$ 1.00 ) par value Common Stock, which shall be designated "Common Shares."

## ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	Jorge F. Alonso		
ADDRESS	9714 - 121st Street, North		
CITY	Seminole	FLORIDA	ZIP 34642

The principal office, if known, or the mailing address of the corporation is:

NAME	COUNTERATIONS INC.		
ADDRESS	4400 - 8th Avenue South		
CITY	St. Petersburg	FLORIDA	ZIP 33711

## ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have Two ( 2 ) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	Dale Johannes		
ADDRESS	11621 Tradewinds Blvd.		
CITY	Largo	STATE: Florida	ZIP 34643
NAME	Ronald W. Fritzscha		
ADDRESS	532 Johns Pass Avenue		
CITY	Madeira Beach	STATE: Florida	ZIP 33708
NAME			
ADDRESS			
CITY		STATE	ZIP

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Dale Johannes		
ADDRESS	11621 Tradewinds Blvd.		
CITY	Largo	STATE	Florida ZIP 34643
NAME	Ronald W. Fritzsch		
ADDRESS	532 Johns Pass Avenue		
CITY	Madeira Beach	STATE	Florida ZIP 33708
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 13<sup>th</sup> day of MARCH, 19 95.

Dale Johannes (Seal)  
Ronald W. Fritzsch (Seal)  
 \_\_\_\_\_ (Seal)

STATE OF FLORIDA )  
 COUNTY OF PINELLAS ) SS

before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:

<u>Dale Johannes</u> Signature	<u>DLR LIC# J530176542120</u> Form of Identification
<u>Ronald W. Fritzsch</u> Signature	<u>DLR LIC# K6327395713470</u> Form of Identification
_____ Signature	_____ Form of Identification

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, who acknowledged before me that TWO executed these Articles of Incorporation, that I relied upon the form of identification of the above named person X as indicated opposite each name, and that an oath was not taken.

NOTARY RUBBER STAMP SEAL

Witness my hand and official seal in the County and State last aforesaid this 13<sup>th</sup> day of MARCH, 19 95.

Tracy A. Perri  
 Notary Signature  
Tracy A. Perri  
 Printed Notary Signature



TRACY A. PERRI  
 MY COMMISSION # CC 232007 EXPIRES  
 September 28, 1998  
 BONDED TRUITY FARM INSURANCE, INC.

CERTIFICATE AND ACKNOWLEDGEMENT  
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT  
OF

FILED  
95 MAR 16 AM 10:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

COUNTERATIONS INC.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with  
its registered office as indicated in the Articles of Incorporation

at 9714 - 121st Street, North

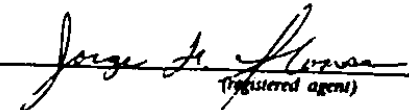
Seminole, Florida 34642

has named Jorge F. Alonso

located at the aforesaid address, as its Registered Agent to accept service of process  
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above  
stated corporation at the place designated in this certificate, and being familiar with  
the obligations of that position, I hereby accept to act in this capacity, and agree to  
comply with the provisions of Florida Law in keeping open said office.

  
(Registered agent)

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Requested by:-

Time

**Will Pick Up**

**Courier**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 OCT 23 AM 10:20

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FLORIDA DEPARTMENT OF STATE  
SECRETARY OF STATE

STATEMENT OF CHANGE OF REGISTERED OFFICE  
OR REGISTERED AGENT, OR BOTH

TO THE SECRETARY OF STATE:

Pursuant to the provisions of Section 607.034 and 607.037, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office or registered agent, or both in the State of Florida.

- FIRST:** The name of the corporation is COUNTERATIONS, INC.
- SECOND:** The address of its present registered agent is 9714 121st Street North, Seminole, Florida 34642.
- THIRD:** The address to which its registered agent is to be changed is 3993 Tyndal Boulevard, #608-131, St. Petersburg, Florida 33709.
- FOURTH:** The name of its present registered agent is Jorge F. Alonso.
- FIFTH:** The name of its successor registered agent is Dale R. Johannes.
- SIXTH:** The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.
- SEVENTH:** Such change was authorized by resolution duly adopted by its Board of Directors.
- DATED** this 17th day of October, 1997.

COUNTERATIONS, INC.

  
Dale R. Johannes, President

Date: 10/17/97

FILING FEE: \$30.00

  
Dale R. Johannes, Registered Agent

FILED  
97 OCT 23 AM 10:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA