

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

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
P.O. BOX 6327  
TALLAHASSEE, FLORIDA 32314

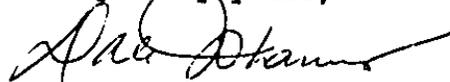
Re: COUNTERATIONS INC.

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

T. BROWN MAR 17 1995

FILED  
95 MAR 16 AM 10:27  
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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TALLAHASSEE, FLORIDA  
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**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. Fritzsche			
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, 1995.

Dale Johannes (Seal)  
Ronald W. Fritzsche (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:

Dale Johannes Signature      DLR LIC# J530 176 54-2120 Form of Identification  
Ronald W. Fritzsche Signature      DLR LIC# K632 739 5713470 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    as indicated opposite each name, and that an oath was not taken.

NOTARY PUBLIC STAMP SEAL      Witness my hand and official seal in the County and State last aforesaid this 13<sup>th</sup> day of MARCH, 1995

 Tracy A. Perri My Commission # CC 232007 EXPIRES September 28, 1998 BONDED TRU FARM INSURANCE, INC.  
Tracy A. Perri Notary Signature  
Tracy A. Perri Printed Notary Signature

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.

Jorge F. Alonso  
(Registered agent)

P95000021768

**CAPITAL CONNECTION, INC.**

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

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10/23/97 -- 01003 -- 000  
\*\*\*\*\*30.00 \*\*\*\*\*30.00

LL000002 32 7516 -- 1  
10/23/97 -- 01003 -- 000  
\*\*\*\*\*5.00 \*\*\*\*\*5.00

Capital Connections, Inc

97OCT23 AM 8:47  
DIVISION OF CORPORATION

PHI  
KIC  
10/23

- \_\_\_ Art of Inc. File \_\_\_\_\_
- \_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_ L.C. File \_\_\_\_\_
- \_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_ Merger File \_\_\_\_\_
- \_\_\_ Art. of Amend. File \_\_\_\_\_
- RA Resignation chang
- \_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- \_\_\_ Cert. Copy \_\_\_\_\_
- \_\_\_ Photo Copy \_\_\_\_\_
- \_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_ Officer Search \_\_\_\_\_
- \_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_ Driving Record \_\_\_\_\_
- \_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_ Courier \_\_\_\_\_

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

Signature \_\_\_\_\_

Requested by: KN 10/23 3:29  
Name Date Time

Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_

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