

P95000040935

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
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Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 MAY 24 PM 12:45

EFFECTIVE DATE
5-23-95

DBS/24/95

REQUEST TAKEN CONFIRMED APPROVED
DATE _____
TIME _____ CK No. _____
BY AAK _____

WALK-IN
Will Pick Up 5:24 PM

RE: Temporary Residence
95 MAY 24 PM 10:10
DIVISION OF CORPORATIONS

☒ Capital Express™
☒ Art. of Inc. File _____
☐ Corp. Record Search _____
☐ Ltd. Partnership File _____
☒ Foreign Corp. File _____
☒ () Gen. Copy(s) _____

☐ Art. of Amend. File _____
☐ Dissolution/Withdrawal _____
☐ C U S - _____
☐ Fictitious Name File _____

☐ Name Reservation _____
☐ Annual Report/Reinstatement _____
☐ Reg. Agent Service _____
☐ Document Filing _____

☐ Corporate Kit _____
☐ Vehicle Search _____
☐ Driving Record _____
☐ Document Retrieval _____

☐ UCC 1 or 3 File _____
☐ UCC 11 Search _____
☐ UCC 11 Retrieval _____
☐ File No.'s, _____ Copies _____
☐ Courier Service _____
☐ Shipping/Handling _____
☐ Phone () _____
☐ Top Priority _____
☐ Express Mail Prep. _____
☐ FAX () _____ pgs. _____

SUBTOTALS _____
FEE..... \$ _____
DISBURSED..... \$ _____
SURCHARGE..... \$ _____
TAX on corporate supplies..... \$ _____
SUBTOTAL..... \$ _____
PREPAID..... \$ _____
BALANCE DUE..... \$ _____

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION OF
TEMPWISE, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 MAY 24 PM 12:45

ARTICLE ONE - NAME

The name of this corporation is: TEMPWISE, INC.

ARTICLE TWO - DURATION, EFFECTIVE DATE

This corporation shall exist perpetually, commencing as of the date of execution of these Articles of Incorporation.

ARTICLE THREE - PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE FOUR - CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE FIVE - PRINCIPAL OFFICE

The principal office of this corporation is:

1103 Shipwatch Circle
Tampa, FL 33602

ARTICLE SIX - REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office is Michael A. Kass, c/o Kass Hodges, P.A., 1505 N. Florida Avenue, Tampa, Florida 33602.

ARTICLE SEVEN - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name and address of the initial director of this

corporation is Lee Rachelson, 1103 Shipwatch Circle, Tampa, FL 36602.

ARTICLE EIGHT - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Michael A. Kass, c/o Kass Hodges, P.A., 1505 N. Florida Avenue, Tampa, Florida 33602.

ARTICLE NINE - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE TEN - BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE ELEVEN - INFORMAL SHAREHOLDER ACTION

The holders of outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704.

ARTICLE TWELVE - PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE THIRTEEN - CUMULATIVE VOTING

95 MAY 24 PM 12:45


In any election of directors by the shareholders, each shareholder of record entitled to vote shall have the right to cumulate his shares and to give one candidate as many votes as shall equal the number of directors to be elected multiplied by the number of shares owned by such stockholder, or to distribute them on the same principal among as many candidates as he sees fit; provided, however, that notice shall be given by any shareholder to the President or a Vice President of the Corporation not less than twenty-four (24) hours before the item fixed for the holding of the meeting for the election of directors that he intends to accumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the Bylaws of this corporation.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 23rd day of May, 1995.


Michael A. Kass, as
Incorporator


STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation were acknowledged before me this 23rd day of May, 1995, by Michael A. Kass.


NOTARY PUBLIC - STATE OF FLORIDA
MY COMMISSION EXPIRES 12/31/98
Yvette Suarez CC 142179

ACCEPTANCE AND ACKNOWLEDGEMENT

I hereby accept to act as registered agent, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and am familiar with and accept the obligations of Section 607.0505, Florida Statutes.


Michael A. Kass, as
Registered Agent