

P95000048577

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

000001516500
-06/19/95--01040--018
*****70.00 *****70.00

SUBJECT: ESP-- 100 CORPORATION
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

FROM:

Deborah B. Phillips
Name (printed or typed)

2045 East Bay Dr. Apt 423
Address

Largo, Florida 34641
City, State & Zip

813-733-1161
Daytime Telephone number

FILED
95 JUL 19 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APL 6-21

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
ESP--100 CORPORATION

95 JUN 19 PM 3:05
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, do hereby associate ourselves together to form a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

ESP--100 CORPORATION
2045 East Bay Dr. Apt 423
Largo, Fl 34641

ARTICLE II

The general nature of the business or businesses to be transacted by this corporation is the following, to wit:

To operate a retirement club and provide benefits for extended survival to qualified individuals; to manufacture, purchase, or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every kind, class and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph, or cemetery company, a building and loan association, mutual fire insurance company, cooperative association, fraternal benefit society, state fair or exposition; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner these general powers.

Generally to make and perform contracts of any kind and description and for the purposes of attaining any of the objects of this corporation and generally to do and perform any and all things necessary or incident to the performing or

carrying out of the powers herein specifically delegated or implied, and to do any and all other things not prohibited by law that a corporation may legally do under the laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one million (1,000,000) shares of Common Stock, each share having the par value of One Cent (.01); and all stock shall be fully paid and non-assessable.

The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America, or property, labor of services, at a just valuation to be fixed by the Board of Directors of this corporation.

Any stockholder, upon the sale for cash, labor, services or property, of any new stock by the corporation, of the same kind, class or series as that which the stockholder already holds shall have the right to purchase a pro rata share thereof.

ARTICLE IV

The amount of capital with which the corporation shall commence business shall be not less than Five Hundred Dollars (\$500.00).

ARTICLE V

The corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE VI

The corporation shall have three (3) directors initially. The number of

directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than three (3) none of whom need to be stockholders of the corporation.

ARTICLE VII

The names and post office addresses of the first Board of Directors who, subject to the provisions of these Articles of Incorporation, the By-Laws of this corporation, and the laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

Deborah B. Phillips	2045 East Bay Drive Apartment 423 Largo, Florida 34641
Gerald A. Wayne	7880 54th Avenue North #79 St. Petersburg, Florida 33709
Christopher A. Phillips	2045 East Bay Drive Apartment 423 Largo, Florida 34641

ARTICLE VIII

The names and post office addresses of the subscribers to this Certificate of Incorporation are:

Deborah B. Phillips	2045 East Bay Drive Apartment 423 Largo, Florida 34641
Gerald A. Wayne	7880 54th Avenue North #79 St. Petersburg, Florida 33709
Christopher A. Phillips	2045 East Bay Drive Apartment 423 Largo, Florida 34641

ARTICLE IX

No contract or other transaction between the company and any other corporation shall be affected or invalidated by reason of the fact that any one

or more of the Board of Directors of the company is, or are interested in, or is a director or officer or are directors or officers of such corporation, and any director or directors, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of the company or in which the company is interested, and no contract, act or transaction of the company with any person or persons, firm or corporation shall be affected or invalidated by the fact that any director or directors, officer or officers of the company is a party or are parties to or are interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a director of the company is hereby relieved from any liability that might otherwise exist from this contracting with the company for the benefit of himself or any firm, association or corporation in which he may be in any way interested.

ARTICLE XI

These Articles of Incorporation shall 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 of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation are made.

IN WITNESS WHEREOF, we, the undersigned, being each of the original subscribers to the capital stock hereinbefore named, have hereunto set our hands and seals this _____ day of June, 1995, for the purpose of forming this corporation to do business both within and without the State of Florida, and in pursuance of the Corporation Laws of the State of Florida do hereby make and

file in the office of the Secretary of State of the State of Florida these Articles of Incorporation, and certify that the facts stated therein are true.

Deborah B. Phillips (SEAL)
Deborah B. Phillips
Gerald A. Wayne (SEAL)
Gerald A. Wayne
Christopher A. Phillips (SEAL)
Christopher A. Phillips

STATE OF FLORIDA

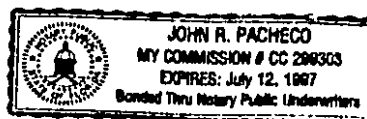
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgements in the state and county aforesaid, personally appeared DEBORAH B. PHILLIPS, GERALD A. WAYNE, and CHRISTOPHER A. PHILLIPS, to me known to be the persons described in and who executed the foregoing Articles of Incorporation as subscribers, and they acknowledged before me that they subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the county and state above named on the 6th day of June, 1995.

John R. Pacheco
Notary Public

My Commission expires:



RESIDENT AGENT DESIGNATION

That ESP--100 CORPORATION desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Largo, County of Pinellas , State of Florida, has named Deborah B. Phillips, located at 2045 East Bay Drive, Apartment 423, Largo, Florida 34641, , in the County of Pinellas and State of Florida, as its agent to accept service of process within the state.

Having been named to accept service of process for the above stated corporation at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Deborah B. Phillips
Deborah B. Phillips

FILED
95 JUN 19 PM 3:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA