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TALLAHASSEE, FL 32301  
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PRESTICE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 628407 148198A

AUTHORIZATION :

*Patricia Pizzato*

COST LIMIT : \$ 70.00

ORDER DATE : June 28, 1995

ORDER TIME : 2:37 PM

ORDER NO. : 628407

CUSTOMER NO: 148198A

500001526465

CUSTOMER: Maria Comigliaro, Legal Asst  
DAVID J. SOCKOL, ESQ

Plaza Tower, Suite 1406  
111 Second Avenue Northeast  
Saint Petersburg, FL 33701

DOMESTIC FILING

NAME: FIFTH G. CAPITAL CORP.

☒ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY  
☒ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angela Lane

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
95 JUN 29 PM 12:11  
TALLAHASSEE, FLORIDA

JUN 29 1995 BSA

**ARTICLES OF INCORPORATION  
OF  
FIFTH G. CAPITAL CORP.**

FILED  
95 JUN 29 PM 12:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I.**

**NAME**

The name of this corporation is Fifth G. Capital Corp.

**ARTICLE II.**

**PRINCIPAL OFFICE**

The principal office of this corporation and the mailing address of this corporation is 245 12th Avenue N.E., St. Petersburg, Florida 33701.

**ARTICLE III.**

**DURATION; EFFECTIVE DATE**

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

**ARTICLE V.**

**CAPITAL STOCK**

This corporation is authorized to issue Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE VI.**

**REGISTERED OFFICE AND REGISTERED AGENT**

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are Scott B. Gramling whose address is 245 12th Avenue N.E., St. Petersburg,, Florida 33701.

## **ARTICLE VII.**

### **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 Scott B. Gramling.

## **ARTICLE VIII.**

### **INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is David J. Sockol, Esquire, 111 2nd Avenue Northeast, Suite 1406, St. Petersburg, Florida 33701.

## **ARTICLE IX.**

### **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 X.**

### **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 XI.**

### **INFORMAL SHAREHOLDER ACTION**

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws.

## **ARTICLE XII.**

### **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), in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding. This right is granted with respect to all shares of stock of the corporation, including:

- A. Shares issued as compensation to directors, officers, agents, or employees of the corporation or its subsidiaries or affiliates;
- B. Shares issued to satisfy conversion or option rights created to provide compensation to directors, officers, agents, or employees of the corporation or its subsidiaries or affiliates;
- C. Shares authorized in these Articles of Incorporation that are issued within six (6) months from the effective date of incorporation;
- D. Shares sold otherwise than for money. 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 price, 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 XII.**

**LONG-TERM EMPLOYMENT CONTRACT**

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods longer than one year, and any charter or Bylaw provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contract.

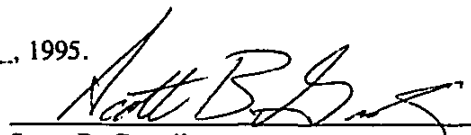
IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 15<sup>th</sup> day of June, 1995.

  
David J. Sockol, Incorporator

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**  
**ACKNOWLEDGMENT OF REGISTERED AGENT**

Pursuant to Section 607.0501, Florida Statutes, I agree to act in the capacity of Registered Agent for the above corporation and will comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligation of 607.0505, Florida Statutes.

Dated this 15 day of JUNE, 1995.

  
Scott B. Gramling

P 95000050817  
DAVID J. SOKOL  
Attorney At Law

Plaza Tower, Suite 1406  
111 Second Avenue, N.E.  
St. Petersburg, Florida 33701

Telephone (813) 822-5200  
Fax (813) 821-5319

August 24, 1995

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

300001572753  
-08/29/95--01093--011  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: Nelco of Tampa Bay, Inc., f/k/a Fifth G. Capital Corp.

Dear Sir/Madame:

Enclosed for filing please find the original and one copy of Articles of Amendment to the Articles of Incorporation of Fifth G. Capital Corp. In addition, please find enclosed our firm's check in the amount of \$35.00. It is my understanding that this is the amount required for the filing fee. If you have any questions, please do not hesitate to contact me.

Very truly yours,

*Maria Conigliaro*

Maria Conigliaro  
Legal Assistant

/mc  
Enclosures

FILED  
95 AUG 28 AM 9:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MC  
8/31

ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF  
FIFTH G. CAPITAL CORP

FILED  
95 AUG 28 AM 9:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned corporation, in accordance with the Business Corporation Act and its Bylaws, hereby adopts the following Articles of Amendment:

1. The name of the Corporation is Fifth G. Capital Corp.
2. Article I of this Corporation's Articles of Incorporation is hereby amended in its entirety so as to read, after amendment, as follows:

ARTICLE I

"The name of this Corporation is Nelco of Tampa Bay, Inc."

3. This Amendment has been adopted by unanimous Written Action of the Directors and Shareholders of the Corporation on August 21, 1995, which vote is sufficient to approve the adoption of the Amendment

4. This Amendment has been adopted by a majority of the holders of the only class of stock of the Corporation and by all of the Directors of the Corporation, pursuant to unanimous Written Action of the Directors and Shareholders dated August 21, 1995, which vote is sufficient to approve the adoption of the Amendment.

IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Amendment on behalf of the Corporation this 24<sup>th</sup> day of August, 1995.

Nelco of Tampa Bay, Inc., f/k/a Fifth G.  
Capital Corp, a Florida Corporation

Attest:

By: Scott B. Gramling  
Scott B. Gramling, President

(CORPORATE SEAL)

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing was acknowledged before me this 24<sup>th</sup> day of August by \_\_\_\_\_ and Scott B. Gramling the President of Nelco of Tampa Bay, Inc., f/k/a Fifth G.

Capital Corp, a Florida corporation, on behalf of the Corporation.

Maria Conigliaro

Notary Public

My commission expires:

