

P95 0000050947

**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) 322-1222

NAME \_\_\_\_\_  
FIRM \_\_\_\_\_  
ADDRESS \_\_\_\_\_  
PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Mailor No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Ou. \$ \_\_\_\_\_

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JUN 29 PM 3:39

REQUEST TAKEN CONFIRMED APPROVED  
DATE \_\_\_\_\_  
TIME \_\_\_\_\_ CK No. \_\_\_\_\_  
BY PHH \_\_\_\_\_

WALK-IN  
Will Pick Up 1029 12am

RE: Roseidea Group  
Enterprises, Inc.

JUN 29 AM 10:27  
DIVISION OF CORPORATION

DISBURSED

Capital Express<sup>SM</sup> \_\_\_\_\_  
☒ Art. of Inc. File \_\_\_\_\_  
Corp. Record Search \_\_\_\_\_  
Ltd. Partnership File \_\_\_\_\_  
☒ Foreign Corp. File \_\_\_\_\_  
☒ ( ) Cert. Copy(a) \_\_\_\_\_  
photo \_\_\_\_\_  
Art. of Amend. File \_\_\_\_\_  
Dissolution/Withdrawal \_\_\_\_\_  
C U S- \_\_\_\_\_  
Fictitious Name File \_\_\_\_\_  
Name Reservation \_\_\_\_\_  
Annual Report/Finstatement \_\_\_\_\_  
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. \_\_\_\_\_

100001526761  
06/29/95-01022-023  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

**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**

**POSEIDON GROUP ENTERPRISES, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JUN 29 PM 3:39

The undersigned incorporator, hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I**

The name of this Corporation shall be POSEIDON GROUP ENTERPRISES, INC.

**ARTICLE II**

The general nature of the business or businesses to be conducted by this Corporation, together with and in addition to those powers conferred by the laws of the State of Florida upon corporations organized under and by virtue of the laws of Florida, shall be as follows:

(a) To provide any business authorized by law to be provided by a corporation to the general public within the State of Florida.

(b) To buy, sell, option, deal in, lease, hold or improve real estate and the fixtures and personal property incident thereto and connected therewith and, with that end in view, to acquire by purchase, lease, or hire, or otherwise, lands, tenements, hereditament, or any interest therein, and to improve the property of the Corporation, and to sell, lease, mortgage, rent, pledge or otherwise dispose of the lands, tenements, hereditament or other property of the Corporation.

(c) To buy, sell, discount and rediscount notes, drafts, bills of exchange, stocks, bonds, securities, and choices of action of all kinds, both as principal and as agent; to also buy, sell and place liens on real and personal property, and to lend money and accept as security therefor liens or pledges of real and personal property; and to also act as agent or trustee of persons and corporations in any and all other matters which can be solicited, negotiated, operated, and carried on by an agent.

(d) To purchase and sell for itself personal property, stocks, bonds, warrants, and notes and to negotiate loans thereon; to acquire, enjoy, purchase, hold, sell, and transfer the shares of stock of any corporation incorporated under the laws of the State of Florida or any other state of the United States or qualified to do business in any other state of the United States or country belonging to the United Nations or qualified to do business in such nation. To purchase, hold, sell, and transfer shares of its own capital stock, provided this Corporation shall not purchase its own shares of stock except from the surplus of its assets over its liabilities, including capital, and provided further that shares of its own capital stock owned by the Corporation shall not be voted directly or indirectly nor counted as outstanding for the purpose of any stockholders' quorum or vote.

(e) To act as a fiscal agent for others, to lend money on notes, bonds, mortgages, and commercial securities of all kinds and, while the owner of stock in a corporation, to exercise all the rights of a stockholder therein; to borrow money and secure the payment of same by notes, bonds, drafts or other evidence of indebtedness; to endorse and guarantee the payment of notes and mortgages and all kinds of indebtedness, and to pledge and mortgage any or all of its real estate and personal property for the payment of its own debts or for the debts of others guaranteed by it.

(f) To borrow money and contract debts necessary for the transaction of its corporate rights, privileges or franchises or for any other lawful purpose of its incorporators; to issue bonds, promissory notes, bills of exchange, debentures, or other obligations and evidences of indebtedness payable at a specific time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge or otherwise, or unsecured, for money borrowed or in payment of property purchased or acquired or any other lawful objects.

(g) To acquire, enjoy, utilize and dispose of patents, copyrights, trademarks and licenses or other rights or interests therein and thereunder, and to manufacture, sell and distribute, at wholesale or retail, all such articles covered by any such patents, copyrights, or trademarks.

(h) To apply and qualify to carry on the general nature of business or businesses as authorized by this corporate charter and/or any amendments hereto in any state of the United States of America.

(i) To act as general partner or limited partner in partnership ventures of all kinds, including, but not limited to, general partnerships and limited partnerships both within and without the State of Florida.

(j) To do all and everything necessary and proper for the accomplishment of the objects enumerated in its Articles of Incorporation or amendment thereof or necessary or incidental to the protection or benefit of the Corporation and, in addition to the specific powers herein enumerated, to have any and all rights, powers, and privileges which are, can be or may be granted to corporations incorporated under the laws of the State of Florida and, in that connection to carry on any lawful business necessary or incidental to the attainment of the

objects of the Corporation, whether such business is similar in nature to the objects set forth in the Articles of Incorporation or any amendment thereof.

### **ARTICLE III**

The Corporation has authorized capital stock of 1,000 shares of common stock with no par value, and each issued share shall entitle the holder thereof to vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, with property, or in labor or services at a valuation to be fixed by the incorporator or by the Board of Directors at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be nonassessable.

### **ARTICLE IV**

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

### **ARTICLE V**

This Corporation shall have perpetual existence.

### **ARTICLE VI**

The principal office of the Corporation shall be 100 North Tampa Street, Suite 3540, Tampa, Florida 33602, with a mailing address of 100 North Tampa Street, Suite 3540, Tampa,

Florida 33602, but the Corporation shall have the power to establish branch offices and other places of business at such other places within or without the State of Florida as may be determined and deemed expedient by the Directors.

#### **ARTICLE VII**

This Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the initial director is as follows:

James Harrell  
100 North Tampa Street, Suite 3540  
Tampa, Florida 33602

A quorum for the transaction of business shall be a majority of the Directors qualified and acting, and the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors. The Directors may make or amend the Bylaws. The meeting of the Directors may be held within or without the State of Florida. A person shall not have to be a stockholder in order to qualify as a director.

#### **ARTICLE VIII**

The name and address of the subscriber to these Articles of Incorporation is as follows:

Susan B. Morrison, Esquire  
Morrison, Morrison & Mills, P.A.  
1200 N. Platt Street, Suite 100  
Tampa, Florida 33606

and the officers of said Corporation who shall hold office until their successors are elected and qualified shall be as follows:

James Harrell — President, Secretary and Treasurer

#### **ARTICLE IX**

The time and place of the annual stockholders' meeting shall be the 15th day of July of each and every year at the principal office of the Corporation unless otherwise fixed in the Bylaws or by a resolution of the Board of Directors, and any stockholder may waive notice thereof before or after the meeting.

The Board of Directors shall be elected annually by the stockholders at their annual meeting or at a special meeting held for that purpose. All vacancies in the Board shall be filled by the Board until the next annual meeting.

#### **ARTICLE X**

The Board of Directors shall have full power to fix the directors' compensation including any bonus or gratuity and to fix the compensation of any of the officers or any other member of the Board performing special services for the Corporation, and any member of the Board may vote upon such compensation matters even though his own compensation may be the subject of the resolution.

#### **ARTICLE XI**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares, except as provided in these Articles of Incorporation.

#### **ARTICLE XII**

The name and address of the initial registered agent of this Corporation is Susan B. Morrison, Esquire, whose address is Morrison, Morrison & Mills, P.A., 1200 West Platt Street, Suite 100, Tampa, Florida 33606.

#### **ARTICLE XIII**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

#### **ARTICLE XIV**

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 XV**

No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in or are directors or



officers of such other corporation; any director individually, or any firm of which any director may be a member, may be a party to or be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to be by the Board of Directors of a majority thereof, and any director of this Corporation who is also a director or officer of such other corporation or who is interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged, and filed the foregoing Articles of Incorporation under the existing laws of the State of Florida.

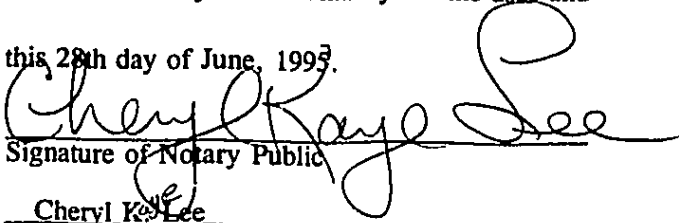
INCORPORATOR

  
Susan B. Morrison, Esquire

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that before me, the undersigned officer, this day personally appeared Susan B. Morrison, Esquire, to me personally known and to me well known to be the person described in and who executed the foregoing Articles of Incorporation, under oath, and she acknowledged before me that she executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal this 28th day of June, 1993.

  
Signature of Notary Public

Cheryl Kaye Lee

Notary Public's Name Printed  
State of Florida at Large  
My Commission Expires:

[jharrell/poseidon/articles.inc]



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION

95 JUN 29 PM 3:39

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

POSEIDON GROUP ENTERPRISES, INC.  
FIRST - That .., qualified under the laws of the State of Florida,  
with its principal place of business in the City of Tampa, State of Florida, has named Susan B.  
Morrison, Esquire, as its agent to accept service of process within Florida.

POSEIDON GROUP ENTERPRISES, INC.  
a Florida corporation

By: Susan B. Morrison  
Susan B. Morrison, Esquire  
Incorporator

DATED: June 28, 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE  
ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS  
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER  
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE  
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

Susan B. Morrison  
Susan B. Morrison, Esquire

DATED: June 28, 1995

JAMES N. HARRELL

100 North Tampa Street  
Suite 3540  
Tampa, Florida 33602

P95000050947

July 1, 1996

200001889902  
-07/10/96--01091--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Amendments Section  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Poseidon Group Enterprises, Inc.  
Document #P95000050947 (7)

Dear Sir/Madam:

Please be advised that the above-named corporation was dissolved on April 30, 1996. As requested, enclosed is a copy of the Articles of Dissolution with an original signature. Also enclosed is a check in the amount of \$35 for administrative fees to voluntarily dissolve this corporation.

Thank you for your attention to this matter. If you should need further information regarding this dissolution, please contact Jan Barr in my office at (813) 222-1303, extension 5.

Sincerely,

THE POSEIDON GROUP ENTERPRISES, INC.

  
James N. Harrell, President

JNH:jb

Voldis

VS JUL 17 1996

FILED  
96 JUL 10 AM 9:20  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF DISSOLUTION  
POSEIDON GROUP ENTERPRISES, INC.

- 1 The name of the Corporation is Poseidon Group Enterprises, Inc.
- 2 The name and respective address of its sole officer are:

James Harrell  
100 North Tampa Street, Suite 3540  
Tampa, Florida 33602

- 3 The name and respective address of its sole director are:

James Harrell  
100 North Tampa Street, Suite 3540  
Tampa, Florida 33602

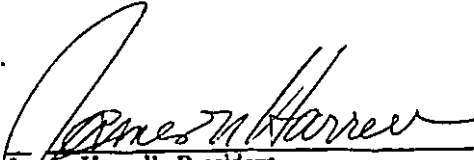
4 All debts, obligations and liabilities of the Corporation have been paid or discharged or adequate provision has been made therefore.

5 All the remaining property and assets of the Corporation have been distributed among its stockholders in accordance with their respective rights and interests (or no property remained for distribution to stockholders after applying it to the payment of the liabilities and obligations of the Corporation).

6 There are no actions pending against the Corporation in any court (or adequate provision has been made for the satisfaction of any judgment, order or decree which may be entered against the Corporation in any pending action).

7 An executed (or conformed) copy of the written consent to dissolve is attached. Such written consent has been signed by all stockholders of the Corporation (or signed in their names by their attorneys thereunto duly authorized).

DATED this 30<sup>th</sup> day of April, 1996.

  
James Harrell, President


STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME personally appeared James Harrell, who is the President of Poseidon Group Enterprises, Inc., a Florida corporation, acknowledged before me that he executed the foregoing Articles of Dissolution. He ☒ is personally known to me ☐ has produced \_\_\_\_\_ as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 30<sup>th</sup> day of April, 1996.



JUDITH R. LITTLEFIELD  
My Commission CC445002  
Expires Mar. 16, 1999  
Bonded by HAI  
800-422-1555

  
Signature of Notary Public  
JUDITH R. LITTLEFIELD  
Notary Public's Name Printed  
State of Florida a. Large  
My Commission Expires:  
My Commission No. is:

**WRITTEN CONSENT OF THE  
STOCKHOLDERS AND DIRECTORS  
IN LIEU OF SPECIAL MEETING OF THE  
STOCKHOLDERS AND BOARD OF DIRECTORS OF  
POSEIDON GROUP ENTERPRISES, INC.**

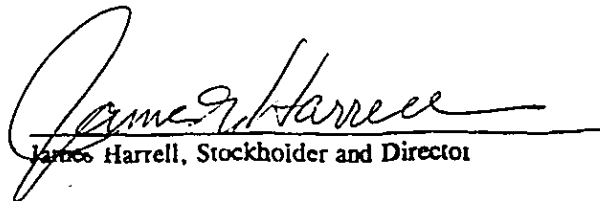
The undersigned, being all the Stockholders and Directors of Poseidon Group Enterprises, Inc. (the "Corporation"), hereby take the following actions by written consent in lieu of a Special Meeting of the Board of Directors and Stockholders:

RESOLVED, that the officers, directors and the accountant for the Corporation be and they hereby are authorized and directed to:

1. provide for the payment of any indebtedness owed by the Corporation to any creditors or lienors;
2. distribute all the assets subject to any unpaid liabilities in reduction and cancellation of all the outstanding stock of the Corporation;
3. file a Certificate of Dissolution with the Secretary of State in Tallahassee, Florida; and
4. file all other forms and documents required by the State of Florida and the federal government, including all requisite tax returns, as soon as possible after the distribution of the corporate assets.

FURTHER RESOLVED, that all actions taken on behalf of this Corporation by the officers and directors in connection with the foregoing determination to liquidate and dissolve the Corporation, the possible sale or distribution of its assets, be and the same are hereby ratified and confirmed in all respects.

DATED this 30<sup>th</sup> day of April, 1996.

  
James Harrell, Stockholder and Director