

95000052800

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

RE: Delroy Consulting, Inc.

NAME \_\_\_\_\_  
FIRM \_\_\_\_\_  
ADDRESS \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

PHONE ( ) \_\_\_\_\_

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 JUL 10 PM 1:27

*4/10/95*

REQUEST TAKEN CONFIRMED APPROVED

DATE \_\_\_\_\_

TIME \_\_\_\_\_ CK No. \_\_\_\_\_

BY *[Signature]*

WALK-IN  
Will Pick Up 7:10 12pm

C.C. FEE. DISBURSED

- ☒ Capital Express™
- ☒ Art of Inc. File
- ☐ Corp. Record Search
- ☐ Ltd. Partnership File
- ☐ Foreign Corp. File
- ☒ ( ) Cert. 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

RECEIVED JUL 15 4 33 PM '95  
TALLAHASSEE, FL 32301  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

SUBTOTALS

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

95 JUL 10 PM 1:27

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: 10% per Annum

THANK YOU  
from  
Your Capital Connection

**ARTICLES OF INCORPORATION  
OF  
DELRAY CONSULTING, INC.**

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DIVISION OF CORPORATIONS  
95 JUL 10 PM 1:27

The undersigned incorporator, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

**ARTICLE I. NAME OF CORPORATION**

The name of the corporation shall be: **DELRAY CONSULTING, INC.**

**ARTICLE II. DURATION**

The duration of the corporation shall be perpetual, commencing as of the date of filing of these Articles.

**ARTICLE III. PURPOSE**

The general purposes for which the corporation is formed are as follows:

- A. To engage in the business of automotive repair and the sale of petroleum products, convenience goods, and related services, goods and merchandise.
- B. To transact any other lawful business for which corporations may be formed under the Florida Corporation Act.
- C. To do such other things as are incidental to the foregoing or necessary or desirable to accomplish the purposes for which the corporation is formed.

**ARTICLE IV. CAPITAL STOCK**

- A. The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding at any time is ONE THOUSAND (1,000) shares

of common stock having a par value of ONE (1) DOLLAR, which may be fractional shares

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing of value, in the judgment of the board of directors, at least equivalent to the full value of the stock so issued, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash. The directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Articles.

#### ARTICLE V. . . . . INITIAL REGISTERED OFFICE AND AGENT

The street (mailing) address of the initial principal and registered office of the corporation shall be Suite 103, 1950 Lee Road, Winter Park, Florida 32789. The name of the registered agent at that address shall be: Raymond F. Walsh.

#### ARTICLE VI. . . . . INITIAL OFFICERS

The names and addresses of the initial officers of the corporation, who shall hold office for the first year of the existence of the corporation or until their successor or successors are elected or appointed and have qualified, are as follows:

Name	Street Address	Office
Raymond F. Walsh	Suite 103 1950 Lee Road Winter Park, FL 32789	President

Deloni C. Walsh

Suite 103  
1950 Lee Road  
Winter Park, FL 32789

Secretary &  
Treasurer

#### ARTICLE VII INITIAL DIRECTORS

The corporation shall have a minimum of one (1) and a maximum of five (5) directors initially. The number of directors may be increased or decreased from time to time by the by-laws but shall never be less than one (1). The names and street addresses of the initial directors of the corporation, who shall hold office for the first year the corporation is in existence or until their successor or successors are elected or appointed and have qualified, are as follows:

Name	Street Address
Raymond F. Walsh	Suite 103 1950 Lee Road Winter Park, FL 32789
Deloni C. Walsh	Suite 103 1950 Lee Road Winter Park, FL 32789

#### ARTICLE VIII INCORPORATOR

The name and address of the incorporator to these Articles is as follows: Randall C. Smith, Esquire, 750 North Maitland Avenue, Maitland, Florida 32751.

#### ARTICLE IX BY-LAWS

The shareholders of this corporation shall have the sole power to establish, enact, alter, and repeal by-laws for the management of the corporation, and the duties of the officers of the corporation shall be as prescribed by such by-laws.


## ARTICLE X . . . . . PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the right, upon the sale (for cash or otherwise) of any new stock of the corporation or of stock held by the corporation in its treasury or otherwise, whether or not of the same kind, class or series as that which such shareholder then holds, to purchase his or her pro-rata or any other share of stock at the same price at which it is sold to others.

## ARTICLE XI AMENDMENT

**These Articles may be amended in the manner provided by law.**

IN WITNESS WHEREOF, the undersigned incorporator has set his hand and seal  
this 7<sup>th</sup> day of July, 1995.

 [SEAL]  
Randall C. Smith

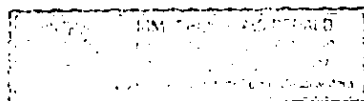
STATE OF FLORIDA                   )  
  )  
COUNTY OF ORANGE                 )      ss:

Before me the undersigned officer, on this 7 day of July, 1995, personally appeared Randall C. Smith, personally well known to me or satisfactorily identified by production of a Florida drivers license to be the person who executed the foregoing Articles, and who acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed and, under the penalties of perjury, that the contents thereof are true to the best of his knowledge, information, and belief.

[Seal]

**Notary Public**

**My Commission Expires:**



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DIVISION OF CORPORATIONS

This certificate is submitted in compliance with F.S. §§ 48.091 and 607.0501(3).

**DELRAY CONSULTING, INC.**, desiring to organize as a corporation under the laws of the State of Florida, with its principal office as indicated in its Articles of Incorporation in the City of Winter Park, County of Orange, State of Florida, names the following person as its Registered Agent to accept service of process within this State: Raymond F. Walsh, Suite 103, 1950 Lee Road, Winter Park Orange County, Florida 32789.

## Acknowledgment

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby state that I am familiar with and accept the obligations of the position, and that I agree to act in this capacity and to comply with the provisions of the said statute relative to keeping open said office.

Raymond F. Walsh  
Suite 103, 1950 Lee Road  
Winter Park, Florida 32789

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LAW OFFICES OF  
**RANDALL C. SMITH**  
750 NORTH MAITLAND AVENUE  
MAITLAND, FLORIDA 32751

(407) 539-0005  
(407) 539-0711 Telexper

September 12, 1995

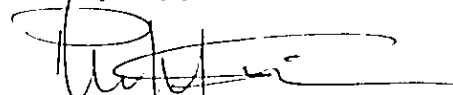
Secretary of State  
Corporations Division  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Delray Consulting, Inc.  
Change of Registered Agent

Dear Sir or Madam:

Enclosed herewith on behalf of Delray Consulting, Inc. is notice of change of registered agent. Please receipt stamp and return to the undersigned the accompanying copy as evidence of filing. A return envelope is enclosed for your convenience.

Very truly yours,

  
Randall C. Smith

Enclosures

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\*\*\*\*\*35.00 \*\*\*\*\*35.00

SEP 15 1995

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DIVISION OF CORPORATIONS  
95 SEP 14 PM 1:46

**NOTICE OF CHANGE OF REGISTERED OFFICE AND ADDRESS OF  
REGISTERED AGENT OF DELRAY CONSULTING, INC.**

In accordance with F.S. § 607.0502, notice is hereby given as follows:

(1) Name of Corporation: Delray Consulting, Inc.

(2) Address of Current Registered Office and Registered Agent:

Suite 103  
1950 Lee Road  
Winter Park, Florida 32789

(3) Name of Current Registered Agent: Raymond F. Walsh.

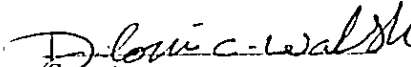
(4) New Address of Registered Office and Registered Agent:

1406 Majestic Oaks Drive  
Apopka, Florida 32712

(5) The street addresses of the Registered Office and Registered Agent of the corporation, as herein changed, are identical.

The undersigned officer hereby certifies that the foregoing changes of address have been authorized by resolution duly authorized by the directors of the corporation.

[Seal]

  
Secretary

Dated: July 19, 1995

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