

P 95000062160

WALTONS, INC.  
4120 WEST KENNEDY BOULEVARD  
TAMPA, FLORIDA 33609-2148

(813) 287-1152

TAX (813) 286-0104

EFFECTIVE DATE

8/8/95

August 8, 1995

FILED  
OFFICE OF STATE  
CORPORATIONS  
AUG 11 1995  
PM 2:07

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

RECEIVED  
AUG 11 1995  
+00710735-+01047-+008  
+++122.50 +++122.50

Gentlemen:

Please find enclosed the following: Two complete sets of the Articles of Incorporation for Thundercloud, Inc. along with a check in the amount of \$122.50 to cover the corporate filing fee.

Please send the finalized documents to the above listed address.

Very truly yours,

*Robert A. Walter*

Robert A. Walter

RAW/cmf

cf 8/11/95

ARTICLES OF INCORPORATION  
OF  
THUNDERCLOUD, INC.

FILED  
CLERK OF STATE  
INCORPORATIONS  
95 AUG 10 PM 2:07  
EFFECTIVE DATE  
8/8/95

The undersigned, being above the age of twenty-one years and competent to contract, and being a citizen and a resident of the United State of America, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

ARTICLE I - NAME

The name of this Corporation shall be THUNDERCLOUD, INC.

ARTICLE II - COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation shall commence corporate existence on the date of execution and acknowledgment of these Articles of Incorporation, and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III - GENERAL PURPOSE: GENERAL POWERS

The general purpose or purposes for which the corporation is organized are as follows: to transact any or all other lawful business for which a corporation may be incorporated under the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

1. Number and Class.

This Corporation is authorized to issue 500,000 shares of Class A Voting stock, having a par value of One Cent (\$.01) per share, and 500,000 shares of Class B Non-Voting stock, having a par value of One Cent (\$.01) per share.

2. Voting Rights.

The holders of Class A Voting Stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Class A Voting Stock shall have no cumulative voting rights in any election of directors of the Corporation.

3. Consideration for Issuance of Stock.

The Board of Directors of the Corporation may from time to time issue the authorized stock of the Corporation, or any part thereof, for such consideration as it may deem equivalent to or in excess of the par value thereof. The authorized stock of the corporation may be paid for, in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation at a fair valuation place on such property or services by the Board of Directors. Future services shall not constitute payment or part payment for the issuance of stock of the Corporation.

4. No Preemptive Rights.

No shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation or of any stock of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class or series as that which he already holds, to purchase his prorata or any other share of such stock at the same price at which it is offered to others or at any other price.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be located at 4320 West Kennedy Boulevard, Tampa, Florida 33609, and the initial registered agent of this Corporation at that address shall be Robert A. Walter located at 4320 West Kennedy Boulevard, Tampa, Florida 33609. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

#### ARTICLE VI - INITIAL BOARD OF DIRECTORS

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. The names and street addresses of the initial director of this Corporation is:

James W. Walter  
4320 West Kennedy Boulevard  
Tampa, Florida 33609

#### ARTICLE VII - INCORPORATOR

The name and street address of the person signing these Articles as Incorporator is: Robert A. Walter, 4320 West Kennedy Boulevard, Tampa, Florida 33609.

#### ARTICLE VIII - BYLAWS

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

#### ARTICLE IX - INDEMNIFICATION

The Corporation shall have all the powers and authority now or hereafter granted or permitted by law with respect to indemnification of directors, officers, employees and agents and former directors, officers, employees and agents.

#### ARTICLE X - 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 XI - HEADINGS AND CAPTIONS

The headings or captions of these various Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true and does hereby subscribe thereto and hereunto set his name and seal this 26 day of August, 1995.

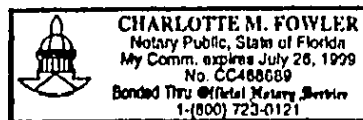
Robert A. Walter  
Robert A. Walter  
Incorporator

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

Before me personally appeared Robert A. Walter, personally known to me and is the person who executed the foregoing Articles of Incorporation of Thundercloud, Inc.

Charlotte M. Fowler  
Notary Public

My Commission Expires:



FILED  
OFFICE OF THE CLERK OF THE COURT  
JUDICIAL CIRCUIT IN AND FOR THE COUNTY OF HILLSBORO  
95 AUG 10 PM 2:07

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

In compliance with Section 48.091, Florida Statutes, the following  
is submitted:

That Thundercloud, Inc. desiring to organize or qualify under  
the laws of the State of Florida with its principal place of business at  
4320 West Kennedy Boulevard in the City of Tampa, State of Florida, has  
named Robert A. Walter, located at 4320 West Kennedy Boulevard, Tampa,  
Florida 33609, as its agent to accept service of process within Florida.

\_\_\_\_\_  
BY: Robert A. Walter, Incorporator

Date: August 8, 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.

\_\_\_\_\_  
BY:  
Registered Agent

Date: August 8, 1995