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CRAIG PULLMAN
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August 29, 1995

SECRET
DIRECTOR'S OFFICE
95 AUG 30 PM 3:21

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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Re: TRUST ME, INC.

Dear Sir or Madam,

I am enclosing an original and two (2) copies of the Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$131.25 is enclosed which represents the following fees:

| | |
|---------------------------------|---------|
| Filing Fee | \$35.00 |
| Designation of Registered Agent | \$35.00 |
| Certified Copy | \$52.50 |
| Certificate | \$8.75 |

Please file the original of the enclosed Articles of Incorporation and return a certified copy and certificate to the undersigned.

Very truly yours,

Craig Pullman
Craig Pullman, Esq.

CP/rc
Enclosures

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ARTICLES OF INCORPORATION

OF

TRUST ME, INC.

FILED
SECRETARY OF STATE
OF FLORIDA

95 AUG 30 PM 3:21

The undersigned natural persons, subscribers of these Articles of Incorporation, do hereby organize and associate themselves with the intention of forming a corporation for profit under the laws of the State of Florida, and hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of this corporation is TRUST ME, INC..

ARTICLE II

TERM OF EXISTENCE

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

ARTICLE III

GENERAL PURPOSE

The general purposes for which the corporation is organized shall be:

- (1) To manufacture, construct, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise depose of, and to invest in, trade in, deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class, and description.
- (2) It is intended that the corporation is organized for and may conduct and transact any and all lawful business authorized and not prohibited by the Florida General Corporation Act, as the same may be from time to time amended.

ARTICLE IV **CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is Two Thousand-Five Hundred (2,500) shares of common stock, each share having the par value of One Dollar (\$1.00).

ARTICLE V **PREEMPTIVE RIGHTS**

Holders of shares of any class or series of stock of the Corporation shall, as such holders, for a period of thirty days following written notice of a prospective issuance, sale, or other transfer of shares by the corporation, have preemptive rights to purchase shares of any class or series hereafter issued, sold, or otherwise transferred for cash, as the case may be, as that which such shareholders already hold, and, to the same extent, to purchase securities convertible into or exchangeable for shares of the corporation or to which shall be attached or appertain any warrants or rights entitling the holder thereof to purchase shares of the corporation.

To be effective, a preemptive right must be exercised by a tender, in cash, to the corporation at its principal office, by the exercising shareholder, of the aggregate purchase price of the shares to be purchased by such shareholder. Such shareholder is thereby exercising his/her preemptive rights; provided, however, that: (i) such shareholder shall be entitled to exercise preemptive rights only with respect to all, and not less than all, shares to which such shareholder's preemptive rights then apply; and (ii) no preemptive rights shall be exerciseable which exercise of the same would, in the opinion of legal counsel to the corporation, violate any law, rule, or regulation, including but not limited to, federal or state securities laws, to which the corporation is subject.

ARTICLE VI **REGISTERED OFFICE**

The street address of the initial registered office of this corporation in the State of Florida is 2201 Ringling Boulevard, Suite 201, Sarasota, Florida 34237. The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE VII
PRINCIPAL OFFICE

The street address of the initial principal office of this corporation in the State of Florida is 1251 43rd Street, Sarasota, Florida 34234. The mailing address of the corporation shall be: P.O. Box 891, Tallevast, FL 34270-0891. The Board of Directors may from time to time move the principal office to any other address in Florida. The corporation may maintain offices and transact business in such other places within or without the State of Florida as may be designated by the Board of Directors.

ARTICLE VIII
INCORPORATORS

The name and address of the incorporator of these Articles of Incorporation are as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|---------------|---|
| Craig Pullman | 2201 Ringling Boulevard Suite 201 Sarasota, Florida 34237 |

ARTICLE IX
NUMBER OF DIRECTORS

The number of directors constituting the initial Board of Directors is two (2). The number of directors of succeeding Board of Directors may be increased or diminished from time to time, as provided in the By-Laws adopted by the stockholders.

ARTICLE X
INITIAL BOARD OF DIRECTORS

The names and addresses and the members of the initial Board of Directors, each of whom shall hold office for the first year of the corporation's existence, and until their successors are duly elected or appointed and have qualified, are as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|----------------------------|---|
| 1. Nicholas Andrew Carlson | 1251 43rd Street Sarasota, Florida 34234 |
| 2. Damon Goldman | 1251 43rd Street Sarasota, Florida 34234 |

ARTICLE XI
INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every Director and every Officer shall be indemnified by the corporation against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or Officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

ARTICLE XII
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. These Articles of Incorporation may be altered, amended or repealed by resolution adopted by the Board of Directors setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of the stockholders. The proposed amendment shall be adopted upon receiving the affirmative vote of the holders of the majority of the shares entitled to vote thereon. The Articles of Incorporation may be amended without a vote if all of the Directors and all of the Shareholders sign a written statement manifesting their intention that an amendment be adopted without the foregoing resolution and voting.

ARTICLE XIII
LOST OR DESTROYED CERTIFICATES

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of this corporation.

ARTICLE XIV
DESIGNATION OF INITIAL REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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Pursuant to Chapter 607.0202(g), Florida Statutes, Craig Pullman, is named as Registered Agent of TRUST ME, INC., to accept service of process within the State, and having been so named states he is familiar with and accepts the duties and responsibilities as registered agent for TRUST ME, INC.. The address of the Registered Agent is 2201 Ringling Boulevard, Suite 201, Sarasota, Florida 34237.

Craig Pullman
Craig Pullman
Registered Agent

IN WITNESS WHEREOF, the undersigned have executed and filed the foregoing Articles of Incorporation this 29th day of August, 1995.

Craig Pullman
Craig Pullman
Incorporator

Nicholas A. Carlson
Nicholas A. Carlson
Director

Damon Goldman
Damon Goldman
Director

STATE OF FLORIDA
COUNTY OF SARASOTA

Before me personally appeared Craig Pullman, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation and Designation of Registered Agent and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above this 29th day of August, 1995.

M. Brenda Carver
NOTARY PUBLIC

My Commission Expires:



STATE OF FLORIDA
COUNTY OF SARASOTA

Before me personally appeared Nicholas Andrew Carlson, to me well known and known to me to be the individual described in and who executed the foregoing and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above this 29th day of August, 1995.

My Commission Expires:


NOTARY PUBLIC



STATE OF FLORIDA
COUNTY OF SARASOTA

Before me personally appeared Damon Goldman, to me well known and known to me to be the individual described in and who executed the foregoing and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above this 29th day of August, 1995.

My Commission Expires:


NOTARY PUBLIC

