

P95000067995

120 HAYS STREET

800-112-8086



PROFESSIONAL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : W2120000032

REFERENCE : 073040 0451A

AUTHORIZATION :

CUST LIMIT : 0 PREPAID

ORDER DATE : September 1, 1995

ORDER TIME : 1:02 PM

ORDER NO. : 073040

CUSTOMER NO: 0451A

600001576446  
09/01/95--01067--010  
\*\*\*\*122.50 \*\*\*\*122.50

CUSTOMER: Mr. John Giacoletti  
BATTAGLIA REOS DE LOS X  
WEIN P.A.  
First Union Building  
284 Tyrone Boulevard  
St. Petersburg, FL 33710

DOMESTIC FILING

NAME: DLS MAS, INC.

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

AX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS

SAB  
9/5/95

ARTICLES OF INCORPORATION  
OF  
OLS-MAS, INC.

FILED  
15 02 11 PM '11

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I  
CORPORATE NAME

The name of the corporation is OLS-MAS, INC.

ARTICLE II  
DURATION

The period of its duration is perpetual.

ARTICLE III  
PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States and the state of Florida.

ARTICLE IV  
CAPITAL STOCK

The corporation is authorized to issue two hundred (200) shares, all of one class, at \$1.00 par value.

ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and office of the corporation are as follows:

RESIDENT AGENT CORPORATION  
OF PINELLAS COUNTY  
980 Tyrone Boulevard  
St. Petersburg, Florida 33710

ARTICLE VI  
CORPORATE ADDRESS

The street address of the initial principal office of the corporation is as follows:

561 173rd. Avenue  
North Redington Beach, FL 33708-4011

ARTICLE VII  
INITIAL BOARD OF DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The names and addresses of the initial directors of the corporation are:

<u>Name</u>	<u>Address</u>
FRANK MASSARO, JR.	561 173rd. Avenue Redington Beach, FL 33708-4011
KEITH OLSEN	145 108th. Avenue St. Petersburg, FL 33706

**ARTICLE VIII  
INCORPORATOR**

The name and address of the Incorporator signing these Articles of Incorporation is:

FRANK MASSARO, JR.  
561 173rd. Avenue  
North Redington Beach, FL 33708-4011

**ARTICLE IX  
AMENDMENT OF BYLAWS**

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

**ARTICLE X  
INDEMNIFICATION**

The corporation may be empowered by resolution of the Board of Directors to indemnify any officer or director, or any former officer or director, in the manner set out and provided for in the Bylaws of the corporation, pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.

**ARTICLE XI  
INFORMAL ACTION OF DIRECTORS**

If a majority of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation as part of the corporate records, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**ARTICLE XII  
AMENDMENT OF ARTICLES**

The power to amend these Articles of Incorporation shall be vested in the Board of Directors.

**ARTICLE XIII  
TELEPHONE MEETINGS**

Members of the Board of Directors or the Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other, is used.

**ARTICLE XIV  
DIRECTOR QUORUM AND VOTING**

A majority of the directors shall constitute a quorum for a meeting of the directors of the corporation. If a quorum is present, the affirmative vote of a majority of the directors present or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

**ARTICLE XV  
DIRECTOR CONFLICT OF INTEREST**

A. No contract or other transaction between the corporation and one (1) or more of the directors, or between the corporation and any other corporation, firm, association or other entity, in which one (1) or more of the directors are directors or officers,

or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the Board or committee, and the Board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

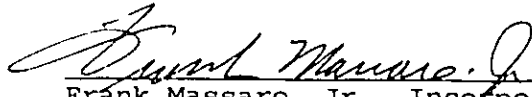
3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the Board, a committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which approves such contract or transaction.

ARTICLE XVI  
INFORMAL ACTION OF SHAREHOLDERS

Any action of the shareholders may be taken without a meeting if consent in writing setting forth the actions so taken shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted, and filed with the Secretary of the corporation as part of the corporate records.

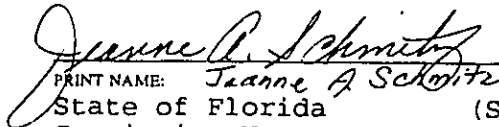
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation the 31<sup>st</sup> day of August, 1995.

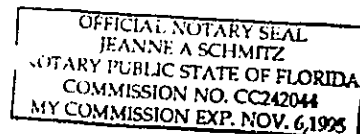
  
Frank Massaro, Jr., Incorporator

STATE OF FLORIDA  
COUNTY OF PINELLAS

Before me personally appeared on this 31<sup>st</sup> day of August, 1995, FRANK MASSARO, JR., who is personally known to me or has produced MA60-260-45-092 as identification, and who acknowledged to and before me that he executed the foregoing Articles of Incorporation as Incorporator.

NOTARY PUBLIC

  
PRINT NAME: Jeanne A Schmitz  
State of Florida (SEAL)  
Commission No.:  
My Commission Expires:



I HEREBY acknowledge that I am familiar with and accept the duties and responsibilities as Registered Agent for the corporation.

REGISTERED AGENT CORPORATION OF  
PINELLAS COUNTY

BY:

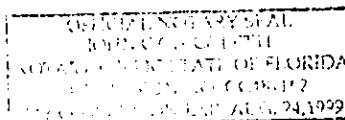
Howard P. Ross  
HOWARD P. ROSS *Vice-President*  
Registered Agent

STATE OF FLORIDA  
COUNTY OF PINELLAS

Before me personally appeared on this 31st day of August, 1995, HOWARD P. ROSS, Vice-President of REGISTERED AGENT CORPORATION OF PINELLAS COUNTY, who is personally known to me ~~or~~ has produced as identification, and who acknowledged to and before me that he executed the foregoing instrument.

NOTARY PUBLIC

J. L. C. Giacchetti  
PRINT NAME:  
State of Florida (SEAL)  
Commission No.:  
My Commission Expires:



P95000067995

Battaglia, Ross, Dicus & Wein, P.A.

Attorneys at Law

Anthony L. Battaglia  
Thomas P. Ross  
Anthony L. Dicus, Jr.  
Stephen J. Wein  
John H. Dicus, Jr.  
Thomas P. Battaglia  
James J. Dicus  
Thomas P. Ross  
Anthony L. Dicus, Jr.  
Stephen J. Wein  
John H. Dicus, Jr.  
Thomas P. Battaglia  
James J. Dicus  
Thomas P. Ross

\* Board Certified Legal Counsel

Michael H. Dicus, P.A.

Thomas P. Battaglia, P.A.

June 19, 1996

via Regular U.S. Mail

Reply to

St. Petersburg

Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Articles of Dissolution - OLS-MAS, INC.  
Document Number P95000067995

Dear Sirs or Madams:

Please file the enclosed original Articles of Dissolution for the above referenced corporation. I have enclosed the client's check in the amount of \$35.00 to cover the cost of filing. Please return acknowledgement of this dissolution by regular U.S. Mail.

Thank you in advance for your attention to this matter. If you have any questions concerning this matter, or need further information, please do not hesitate to contact our office.

Sincerely,

BATTAGLIA, ROSS, DICUS & WEIN, P.A.

John Giacoletti

John Giacoletti  
Corporate Paralegal

enc.

First Union Building  
501 Spruce Boulevard  
St. Petersburg, Florida 33701-0500  
First Office, Box 91111  
St. Petersburg, Florida 33709-1111  
St. Petersburg, Chicago  
(813) 831-2500 (813) 831-2500  
St. Petersburg, Tampa  
Box 9111  
Tampa, Florida 33602-0111  
(813) 251-9111  
Chicago  
(813) 251-2500

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
JUN 21 1996  
APR 50  
Vols

TLL JUN 26 1996

ARTICLES OF DISSOLUTION

(FS §§ 607.1402; 607.1403)

1. The name of the corporation is OLS-MAS, INC.
2. Dissolution was authorized on June 10, 1996.
3. The number of votes cast by the shareholders was sufficient for approval.

DATED this 14<sup>th</sup> day of June, 1996.

OLS-MAS,

A Florida corporation

By: Frank Massaro, Jr.

President

Director/Stockholder

Attest: Keith Olsen

Keith Olsen

Director/Stockholder

[CORPORATE SEAL AFFIXED]

RECEIVED  
DIVISION  
96 JUN 21 AM 11:30