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September 5, 1995

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

Re: Building Service Management, Inc.;  
Articles of Incorporation;  
Our File No. 448000

Dear Sir or Madam;

Enclosed herewith the original and one copy of the Articles of Incorporation for the above referenced corporation. Also enclosed is our check for \$70.00 for the filing fee. Please time stamp the enclosed copy and return it in the self addressed, stamped envelope.

Thank you for your consideration in this matter.

Sincerely,

  
Marshall G. Reissman, Esq.

Enclosure

MGR/mas

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
BUILDING SERVICE MANAGEMENT, INC.**

The undersigned Incorporator hereby forms a corporation under Chapter 607 of the laws of the state of Florida.

**ARTICLE I. NAME**

The name of the corporation shall be:

**BUILDING SERVICE MANAGEMENT, INC.**

The address of the principal office of this corporation shall be 2901 West Busch Boulevard, Suite 612, Tampa, Florida 33618, and the mailing address of the corporation shall be the same.

**ARTICLE II. NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country territory or nation.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1000 shares common stock having one dollar (\$1.00) par value per share.

**ARTICLE IV. ADDRESS**

The street address of the initial registered office of the corporation shall be 550 North Reo Street, Suite 111, Tampa, Florida 33609, and the name of the initial registered agent of the corporation at that address is Marshall G. Reissman.

**ARTICLE V. TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VI. PREEMPTIVE RIGHTS**

This corporation elects to have preemptive rights. Each share holder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the fair market value thereof, a prorated portion of:

1. Any stock of any class that the corporation may issue or sell, whether or not

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**TALLAHASSEE, FLORIDA**

exchangeable for any stock of the corporation of any class or classes and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of the stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor performed, personal property, or real property or leases thereof;

2. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments confirming on the holder the right to subscribe for or purchase from the corporation any shares of its stock on any class or classes.

#### **ARTICLE VII. TRANSFER RESTRICTIONS**

No shareholder shall have the right to sell, assign or pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of ten (10) days from the date of mailing. If the corporation fails or refuse within such period to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of his or her shares as he or she may see fit.

On the death of any shareholder, the corporation shall have the right to purchase all shares owned by such shareholder immediately prior to his or her death on the term set forth above, and this provision shall be binding on the executor, administrator, or personal representative of each shareholder.

Each share certificate issued by the corporation shall have printed or stamped on it the following legend: "These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the corporation. A copy of such articles is on file at the principal office of the corporation".

#### **ARTICLE VIII. BOARD OF DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two (2) Directors initially. The names and street addresses of the initial members of the Board of Directors is:

Chuck C. Nguyen

6 Stood Place  
Sterling, VA

Dyan K. Loya

801 Shodor Lane  
Silver Springs, MD 20905

#### **ARTICLE IX. INDEMNIFICATION**

Each director and officer of the corporation now or hereafter serving as such, shall be indemnified by the corporation against any and all claims and liabilities to which he or she has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken omitted, or neglected by him as such director or officer; and the corporation shall reimburse each such person for all legal expenses reasonably incurred by him or her in connection with any such claim or liability, provided, however, that no such person shall be indemnified against or be reimbursed for any expense incurred in connection with, any claim or liability arising out of his or her own willful misconduct or gross negligence. The right of indemnification herein above provided for shall not be exclusive of any rights to which any director or officer of the corporation may otherwise be entitled by law.

#### **ARTICLE X. INCORPORATOR**

The name and street address of the incorporator to the Articles of Incorporation is:

Marshall G. Reissman  
Pritchard & Reissman, P.A.  
550 North Reo Street, Suite 111  
Tampa, Florida 33609

ARTICLE XI. SHAREHOLDERS' RIGHTS

The affirmative vote of a majority of the shares of the corporation with or into an other corporation, to sell, lease, or convey all or substantially all the assets of the corporation, or to voluntarily dissolve, liquidate, or wind up its affairs. The presence, at any stock holders meeting, in person or by proxy, of the persons entitled to vote a majority of the shares of the corporation then issued an outstanding shall constitute a quorum for the transaction of business.

IN WITNESS WHEREOF, the undersigned Marshall G. Reissman, has herunto set his hand and seal, on this 5<sup>th</sup> day of September, 1995.

  
MARSHALL G. REISSMAN, ESQ.  
PRITCHARD & REISSMAN, P.A.  
550 North Rao Street, Suite 111  
Tampa, Florida 33609  
(813) 287-8988  
FBN: 310085

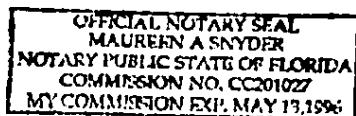
STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

I hereby certify that on this day before me, an officer duly authorized in the above mentioned state and county to take acknowledgements, personally appeared Marshall G. Reissman, known to me to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same.

Witness my hand and official seal in the above-mentioned count and state the 5<sup>th</sup> day of September, 1995.

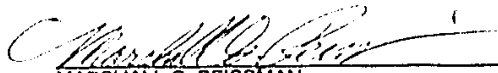
My Commission Expires  
(Seal)

  
NOTARY PUBLIC



ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Marshall G. Reissman, having a business office identical with the registered office of the corporation named above is familiar with and accepts the obligations of the position of the Registered Agent under Section 607.0505., Florida Statutes.

  
MARSHALL G. REISSMAN

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