

P95000071838

Corporate Records Bureau  
Division of Corporations  
Department of State  
PO Box 6327  
Tallahassee, FL 32314

00000015848300  
09/14/95--01058--015  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Duncans, Inc.

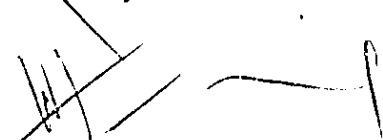
Gentlemen:

I am forwarding an original and one copy of this Articles of Incorporation, together with a check in the amount of \$122.50 in payment of the following charges:

- |   |                            |
|---|----------------------------|
| 1. Fee for filing Articles of Incorporation                         | \$35.00                    |
| 2. Fee for obtaining certified copy of<br>Articles of Incorporation | \$52.50                    |
| 3. Filing a certificate designating<br>Registered Agent             | <u>\$35.00</u><br>\$122.50 |

I would appreciate having you file the original Articles of Incorporation and the certificate designating Registered Agent and return to me a certified copy of the Articles as filed. Thank you for your help in this matter.

Yours Truly,

  
Wilber Jurdine

Enclosures

SHARON L. TALA

SEP 20 1995

**TAJ GLOBAL EQUITIES, Inc.**  
2902 North Rocky Point Drive Suite 745  
Tampa, Florida 33607

813 282-1233

Mr. Jurdine GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT See name a person  
DATE 9-18  
DOC EXAM ST

**ARTICLES OF INCORPORATION  
OF  
DUNCANS, INC.**

The undersigned, Wilber Jurdine, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**

The name of the Corporation shall be:

**DUNCANS, INC.**

The principal place of business of this Corporation shall be 607C W. Martin Luther King Jr. Blvd., Suite 101, Tampa, FL 33607.

**ARTICLE II**

The period of duration of the corporation shall be perpetual.

**ARTICLE III**

The purpose or purposes for which the Corporation is organized is as follows:

To engage in activity or business not forbidden by the Florida corporation laws, or by other law, or by these Articles of Incorporation, and to carry on said activity or business in any state, territory, district or possession of the United States or in any foreign country to the extent that the activity or business is not forbidden by the law of the state, territory, district or possession of the United States or of any foreign country.

**ARTICLE IV**

The aggregate number of shares that the corporation shall have authority to issue is 7,500 shares of Class A Voting Common Stock, \$.01 par value.

**ARTICLE V**

The initial street address in Florida of the initial registered office of the corporation is 2502 North Rocky Point Drive, Suite 745, Tampa, Florida 33607, and the name of the initial Registered Agent at said address is Wilber Jurdine.

#### ARTICLE VI

The initial Board of Directors shall consist of one (1) member, who need not be resident of the State of Florida or shareholder in the Corporation.

#### ARTICLE VII

The name and address of the persons who shall serve as Director until the first annual meeting of shareholders or until their successors shall have been elected and qualified is as follows:

Angella Tomlinson  
3106 Arca Circle  
Tampa, FL 33618

#### ARTICLE VIII

The shareholders shall have the power to adopt, amend, alter or change or repeal the Articles of Incorporation when proposed and approved at a shareholders' meeting with no less than a majority of the vote of the common stock.

#### ARTICLE IX

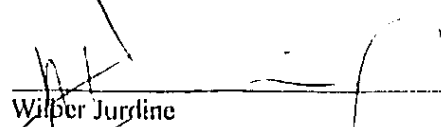
9.1 The Corporation shall indemnify each of its officers, directors, and employees, whether or not then in office, and his or her heirs and legal representatives against all expenses, judgments, decrees, fines, penalties, or other amounts paid in satisfaction of, in settlement of, or in connection with the defense of any pending or threatened action, suit, or proceeding, civil or criminal, to which he or she is or may be made a party by reason of having been a director, officer, or employee of the Corporation. Without limitation, the term "expenses" shall include all counsel fees, expert witness fees, court costs and any other costs of a similar nature. The Corporation shall not, however, indemnify any officer, director, or employee until a majority of the Board of Directors has determined by majority vote at a meeting or by a written instrument signed by a majority of all of the directors, that the officer, director or employee:

- (a) Was not grossly negligent in his or her duty to the Corporation, nor guilty of intentional misconduct in the performance of duties to the Corporation;
- (b) Acted in good faith in what he or she reasonably believed to be in the best interests of the Corporation; and
- (c) In any matter subject to criminal action, suit or proceeding, had no reasonable cause to believe that the conduct was unlawful.

In making this determination, all of the directors, including any director who is a party to or threatened with the action, suit, or proceeding, shall be entitled to vote at the meeting or to sign the written instrument and thereby be counted for all purposes in determining a majority of the Board of Directors.

9.2 Any officer, director, or employee who is entitled to indemnification from the Corporation may make a written demand on the President or the Secretary (unless the President and the Secretary are both making the demand, in which case service may be made on any other officer of the Corporation). If the Board of Directors does not, within fifteen (15) days after service of the written demand, determine that the officer, director or employee is entitled to indemnification, the officer, director, or employee may, within sixty (60) days following the date of service of the demand, apply to a court of general jurisdiction in the county in which the Corporation maintains its principal office, to consider the matters referred to in subparagraphs (1), (b), and (c) of paragraph 11.1. If the court determines that the conduct of the officer, director, or employee was such as to meet the requirements in the subparagraphs, the court shall order the Corporation to indemnify the officer, director, or employee to the same extent as if the Board of Directors had originally made the determination.

IN WITNESS WHEREOF, the undersigned has made and subscribed to the above Articles of Incorporation at Tampa, Florida, on the 7<sup>th</sup> day of SEPTEMBER, 1995.

  
\_\_\_\_\_  
Wilber Jurdine  
2506 North Rocky Point Drive  
Suite 745  
Tampa, FL 33607

**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:

FIRST -- That ~~Duncans, Inc.~~ <sup>registered office</sup> desiring to organize or qualify under the laws of the State of Florida,  
with its ~~principal place of business~~ at 2502 North Rocky Point Drive, Suite 745, Tampa, Florida  
33607, has named WILBER JURDINE, of 2502 North Rocky Point Drive, Suite 745, Tampa,  
Florida 33607; as its agent to accept service of process within Florida.

DUNCANS, INC.

By: WILBER JURDINE

Date: 9/7/95

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 PROVISIONS OF ALL STATUTES RELATIVE TO THE  
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

By: WILBER JURDINE

Date: 9/7/95

P95000071838

Angella E. Tomlinson, D.D.S., P.A.

3911 NORTH BLVD.

TAMPA, FL 33603

TELEPHONE (813) 209-0338

FILED  
97 MAR 27 PM 2:16  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Division of Corporation

P.O. Box 6327

800002125598--1

-03/27/97--01032--005

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

Enclosed please find form for articles  
of Dissolution of "Duncans Inc."

P95-000071838 (filed on Sept 14, 1995)

Enclosed \$35.00 filing fee for article  
of dissolution. Any correspondence  
can be directed to above address

Sincerely

A. Tomlinson

Vold's

VS APR - 2 1997

## ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FILED  
97 MAR 27 PM 2:16  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FIRST: The name of the corporation is: Duncans, Inc

SECOND: The articles of incorporation were filed on: Sept 14, 1995  
P95000071838

THIRD: (CHECK ONE)

☐ None of the corporation's shares have been issued.

☒ The corporation has not commenced business.

FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

SIXTH: Adoption of Dissolution (CHECK ONE)

☒ A majority of the incorporators authorized the dissolution.

☐ A majority of the directors authorized the dissolution.

Signed this 24 day of March, 19 97.

Signature A. Tomlinson  
(By the chairman or vice chairman of the board, president, or other officer - if there are no officers or directors, by an incorporator.)

Margella Tomlinson  
(Typed or printed name)

Director  
(Title)