

P96000001822

December 11, 1995

Charles Grinnmiltz  
422 Harrison  
Cape Canaveral, Fl.  
32920

Florida Department of State  
Division Of Corporations  
P.O.B. 6327  
Tallahassee, Fl.  
32314

Dear Sir or Madam,

Please find the articles of incorporation, together with one copy of the same. Please file the articles of incorporation, issue and return to me a certified copy of the same, along with my charter.

I have enclosed a check to cover expenses.

Thank you for your time and patience in this matter.

Sincerely,

*Charles Grinnmiltz*  
Charles Grinnmiltz

EFFECTIVE DATE  
*Jan. 5, 1996*

*W95-24490  
789,615,671  
\$24*

400001661134  
-12/13/95--01081--009  
\*\*\*\*122.50 \*\*\*\*122.50

FILED  
96 JAN -8 AM 11:39  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

GB 1/8/96



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 15, 1995

CHARLES GRIMMNTZ  
422 HARRISON  
CAPE CANAVERAL, FL 32920

SUBJECT: OFFCOURSE INCORPORATED  
Ref. Number: W95000024490

**FILED**

96 JAN -8 AM 11:39

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

EFFECTIVE DATE  
Jan. 5, 1996

We have received your document for OFFCOURSE INCORPORATED and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

**PLEASE LIST ONLY ONE REGISTERED AGENT IN YOUR DOCUMENT.**

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6931.

Garrett Blanton  
Document Specialist

Letter Number: 195A00054348

**ARTICLES OF INCORPORATION  
OF  
OFFCOURSE, INC.**

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TALLAHASSEE FLORIDA

**ARTICLE I. NAME**

The name of this corporation is OFFCOURSE, INC.

**EFFECTIVE DATE**  
Jan 5, 1996

**ARTICLE II. DURATION**

This corporation shall exist perpetually commencing as of the date of execution and acknowledgment of these Articles.

**ARTICLE III. PURPOSE**

This corporation is organized for the purpose of conducting any lawful business.

**ARTICLE IV. CAPITAL STOCK**

This corporation is authorized to issue one hundred (100) shares of \$5.00 par value stock.

**ARTICLE V. PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of the corporation shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

**ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 422 Harrison Ave., Cape Canaveral, FL. 32920 and the name of the initial registered agent of this corporation at that address is LOUIS C. GRIMMNTZ, III.

#### **ARTICLE VII. INITIAL BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the director of this corporation is:

Louis C. Grimmnitz, III, 422 Harrison Ave., Cape Canaveral, FL.  
32920.

#### **ARTICLE VIII. INCORPORATOR**

The name and address of the person signing these Articles is:  
Louis C. Grimmnitz, III, 422 Harrison Ave., Cape Canaveral, FL.  
32920.

#### **ARTICLE IX. BYLAWS**

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

#### **ARTICLE X. CUMULATIVE VOTING**

At each election of directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

#### **ARTICLE XI. SHAREHOLDER QUORUM AND VOTING**

Fifty-one (51%) percent of the shares entitled to vote, represented in person, or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one (51%) percent of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

#### ARTICLE XII. POWERS

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

#### ARTICLE XIII. DIRECTOR QUORUM AND VOTING

A majority of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of a majority of the directors present shall be the act of the Board of Directors.

#### ARTICLE XIV. AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, on this 5<sup>TH</sup> day of

January, 1976.

Louis C. Grimmnitz III  
LOUIS C. GRIMMNITZ, III

STATE OF FLORIDA  
COUNTY OF BREVARD

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared LOUIS C.

GRIMMNITZ, III personally known to me and who took an oath, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State last aforesaid this 5th day of January 1996.

Betty J. Clontz  
Notary Public  
My Commission Expires:



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

In pursuance of Chapter 48.091 of the Florida Statutes, the following is submitted in compliance with said Act.

FIRST: That OFFCOURSE, INC. desiring to organize under the laws of the State of Florida with its principal office located at 422 Harrison Ave., Cape Canaveral, FL. 32920 has named LOUIS C. GRIMMNTZ, III whose address is 422 Harrison Ave., Cape Canaveral, FL. 32920 as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

Louis C. Grimmntz III  
LOUIS C. GRIMMNTZ, III

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TALLAHASSEE FLORIDA