

P96000006752

BATCHELOR & VOJAK, P.A.

ATTORNEYS AT LAW

FILED

96 JAN 23 AM 9:20

DANE BATCHELOR
AMBER J. VOJAK

4171 BONITA BEACH ROAD, SUITE 100
POST OFFICE BOX 1899
BONITA SPRING, FLORIDA 32909
TELEPHONE (941) 992-0712
FAX (941) 992-4129

January 4, 1996

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

RE: ARTICLES OF INCORPORATION

~~CATHIE, INC.~~

SPALON, INC.

Dear Sir/Madam:

900001681229
-01/08/96--01023--010
****122.50 ****122.50

Enclosed, please find the following for the above referenced Corporation:

1. Articles of Incorporation (original and one copy to certify);
2. Certificate Designating Resident Agent (original and one copy to certify); and
3. Our Firm's check in the amount of \$122.50 to cover the above fees.

If the above meets with your approval, kindly return the certified copies of the above to the undersigned.

Sincerely,

Amber J. Vojak

Amber J. Vojak
For the Firm

AJV:kf

Enclosures

6576 - 800

1-10-96

QH 1/23/96

cc628
cc628
006

(Signature)



FLORIDA DEPARTMENT OF STATE

Sandra B. Morthum
Secretary of State

January 10, 1996

BATCHELOR & VOJAK PA
4171 BONITA BEACH ROAD
BONITA SPRINGS, FL 33939

SUBJECT: ~~CATHIE, INC.~~
Ref. Number: W96000000800

SPALON, Inc.
We have received your document for ~~CATHIE, INC.~~ and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 496A00001300

LAW OFFICES
BATCHELOR & VOJAK, P.A.
ATTORNEYS AT LAW

DANE BATCHELOR
AMBER J. VOJAK

RECEIVED
96 JAN 23 AM 8:33
DIVISION OF CORPORATIONS
4171 HONITA DEXTER ROAD
PORT OFICIAL BOX 1099
HONITA FLORIDA 32314
TELEPHONE (941) 992-6112
FAX (941) 992-4129

Return to
January 18, 1996

Terri Buckley
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: ARTICLES OF INCORPORATION
SPALON, INC.
Your Reference Number: W96000000800

Dear Ms. Buckley:

Pursuant to your letter of January 10, 1996, a copy of which is enclosed, please find the following documents:

1. Articles of Incorporation under the name of Spalon, Inc., (original and one copy to certify); and
2. Certificate Designating Resident Agent (original and one copy to certify).

If the above meets with your approval, kindly return the certified copies of the above to the undersigned.

Sincerely,

Amber J. Vojak

Amber J. Vojak
For the Firm

AJV:kf

Enclosures

ARTICLES OF INCORPORATION
OF
SPALON, INC.

FILED
26 JAN 23 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned do hereby agree to become a Corporation for profit under the provisions of Chapter 607, Florida Statutes, and hereby accepts all the rights, privileges, benefits and obligations conferred and imposed by said law on Corporations pursuant to the provisions thereof, and do hereby make, subscribe, certify, acknowledge and file these Articles of Incorporation as follows:

ARTICLE I - NAME

The name of the Corporation is:

SPALON, INC.

ARTICLE II - DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III - PURPOSE

The general nature of the business to be transacted by said Corporation shall be and is as follows:

A. To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state and any body politic.

B. To establish and maintain offices for any and all operations of this Corporation at such places to be determined by

the directors, wheresoever the same may be located.

C. To purchase, lease, hire, or otherwise acquire, to hold, own, maintain, improve, alter, and to sell, rent, convey, or otherwise dispose of real estate and personal property, and any interest herein or out of this State, and elsewhere in the United States or any of its territories, or in any foreign country.

D. To borrow or raise moneys for any of the purposes of the Corporation, and from time to time, without limit as to amount, to draw, make, accept, endorse, and execute promissory notes, drafts, bonds, debentures and other negotiable and non-negotiable instruments and evidence of indebtedness and to secure the payment of any thereof and of the interest thereof by mortgage of the whole or any part of the property of the Corporation, by mortgage conveyance or assignment in trust of the whole or any part thereof, and to sell, pledge, or otherwise dispose of such bonds or other obligation for its corporation purpose.

E. To do any and all things necessary, suitable and proper for the accomplishment of any of the purposes or for the attainment of any of the objects, or for the exercise of any of the powers herein set forth, whether herein specified or not, either alone or in connection with other first, individuals, or corporations, either in the State of Florida, or throughout the United States or elsewhere, and to do any other act or acts, thing or things, incidental or pertinent to or connected with the business hereinbefore described, or any part or parts thereof, if not inconsistent with the laws of the State of Florida.

F. The enumeration herein of the powers, objects, and purpose of the Corporation shall not be deemed to exclude by inference any powers, objects, or purposes which the Corporation is empowered to exercise; whether expressly by force of the General Corporation Laws of the State of Florida, or implied by the reasonable construction of the said laws (Chapter 607 of the Florida Statutes).

ARTICLE IV - STOCK

The aggregate number of shares which the Corporation has authority to issue is 100 all of which shall be common shares with the par value of One Dollar (\$1.00) per share.

ARTICLE V - MINIMUM CAPITAL

The Corporation will begin business with Five Hundred Dollars (\$500.00) as minimum capital contributed by the Incorporators.

ARTICLE VI - DIRECTORS

There shall be one (1) member of the initial Board of Directors of the Corporation. The names and addresses of the persons who are to serve as Directors until the first election thereof are as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|----------------|---|
| CATHIE BRENNAN | 25211 Bay Cedar Drive Bonita Springs, FL 33923 |

ARTICLE VII - INCORPORATORS

The names and residence addresses of the Incorporators of these Articles of Incorporation are:

| NAME | ADDRESS |
|----------------|---|
| CATHIE BRENNAN | 25211 Bay Cedar Drive Bonita Springs, FL 33923 |

ARTICLE VIII - MERGER OR CONSOLIDATION

Any merger or consolidation of this Corporation with another Corporation shall require the holders of at least fifty-one percent (51%) of the issued and outstanding shares of each class of stock in the Corporation to approve such merger or consolidation, regardless of limitations or restrictions on the voting power thereof, entitled to vote at a meeting duly called for such a purpose.

ARTICLE IX - BYLAWS

The Bylaws of the Corporation are to be made, altered or rescinded by the approval of the Directors of the Corporation holding at least fifty-one percent (51%) of the outstanding stock, together with the approval by the Shareholders of the Corporation holding at least fifty-one percent (51%) of the outstanding stock.

ARTICLE X - AMENDMENTS TO ARTICLES

These Articles of Incorporation may be amended by the act

of the Directors of the Corporation, with such Directors holding at least fifty-one percent (51%) of the outstanding stock of the Corporation, together with the approval by the Shareholders of the Corporation holding at least fifty-one percent (51%) of the outstanding stock.

ARTICLE XI - SECTION 1244 STOCK

The stock of this Corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE XII - PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock in this Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

ARTICLE XIII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is:

3405 Pelican Landing Parkway
Suite 3
Bonita Springs, FL 33923

The name of the initial registered agent of the Corporation at that address is:

CATHIE BRENNAN

**ARTICLE XIV - PRINCIPAL OFFICE, IF KNOWN,
OR MAILING ADDRESS OF CORPORATION**

The principal office or mailing address of the corporation is:

3405 Pelican Landing Parkway
Suite 3
Bonita Springs, FL 33923



CATHIE BRENNAN

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

FILED


JUN 23 AM 9:20

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

**IN COMPLIANCE WITH SECTION 607, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:**

**FIRST: That SPALON, INC. desiring to organize or qualify
under the laws of the State of Florida, with its principal place of
business at Bonita Springs, Florida, has named CATHIE BRENNAN,
located at 3405 Pelican Landing Parkway, Suite 3, Bonita Springs,
FL 33923, as its agent to accept service of process within Florida.**

**SECOND: 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 the provisions of all statutes relative to the
proper and complete performance of my duties.**



CATHIE BRENNAN

DATED: 1/17/95