

1201 HAYS STREET
TALLAHASSEE, FL 32301
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ACCOUNT NO. # 072100000032

REFERENCE # 045090 004300

AUTHORIZATION #

COST LIMIT # \$ PREPAID

ORDER DATE # February 13, 1996

ORDER TIME # 11:42 AM

ORDER NO. # 045090

CUSTOMER NO: 004300

CUSTOMER: Lynne R. Thompson, Esq.
LYNNE R. THOMPSON, P.A.

P. O. Box 608

McDonough, FL 32902-0608

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-02/13/96--01108--044
****122.50 ****122.50

DOMESTIC FILING

NAME: HYDRO DRIVE, INC.

EFFECTIVE DATE:

XX _____ ARTICLES OF INCORPORATION
_____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: KAREN ROZAR

EXAMINER'S INITIALS:

~~10/10-3381~~

~~10/10~~

RECEIVED
96 FEB 13 PM 1:45
DIVISION OF CORPORATION

FILED
96 FEB 15 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. BROWN FEB 16 1996



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 14, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: HYDRO DRIVE, INC.
Ref. Number: W96000003381

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

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

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) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 696A00006472

ARTICLES OF INCORPORATION
OF
HYDRO DRIVE, INC.

FILED
96 FEB 15 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby subscribes to the formation of a corporation for profit under the laws of the State of Florida.

ARTICLE I

Name, Principal Place of Business

The name of the corporation shall be HYDRO DRIVE, INC. The principal office shall be located at 301 S. Miramar Ave. #204, Indialantic, Florida 32903.

ARTICLE II

General Nature of Business

The general nature of the business to be transacted by this corporation is:

- (a) To design, develop and market personal use items.
- (b) To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.

(c) To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida, and in all other states and countries.

(d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness as required.

(e) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(f) To guarantee, endorse, purchase, hold, sell, transfer mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bond, security, or other evidence of indebtedness created by any other corporation of the State of Florida, or any other state or government, while owner of such stock; to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(g) It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended.

ARTICLE III

Capital Stock

The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 1,000 shares, having a par value of \$1.00 per share.

ARTICLE IV

Term of Existence

This corporation shall exist perpetually.

ARTICLE V

Principal Office, Initial Registered Office and Agent

The principal office of this corporation in the State of Florida will be 301 S. Miramar Avenue #204, Indialantic, FL 32903. The Board of Directors may from time to time move the principal office to any address in Florida. The initial registered agent of this corporation is LYNNE R. THOMPSON, ESQUIRE, 529 E. New Haven Avenue, Melbourne, FL 32901.

ARTICLE VI

Board of Directors

(1) The initial number of Directors of this corporation is three.

(2) The number of Directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be fewer than one.

(3) The name and street address of the initial members of the Board of Directors, each to hold office for the first year of existence of this corporation or until their successor is elected or appointed and have qualified:

Name

Street Address

Michael J. Della-Cioppa

301 S. Miramar Ave. #204
Indialantic, FL 32903

Alan J. Ricciuto

1900 Academy St. N.E.
Palm Bay, FL. 32905

B. Susan Carabetta

1093 Jupiter Blvd. N.W.
Palm Bay, FL 32907

ARTICLE VII

Incorporators

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

Name

Street Address

Michael J. Della-Cioppa

301 S. Miramar Ave. #204
Indialantic, FL 32903

ARTICLE VIII

Pre-emptive Rights

Each shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX

Cumulative Voting

At each election for 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 X

Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Melbourne, Brevard County, Florida, for the uses and purposes aforesaid, on this 9th day of February, 1996.

Michael J. Della-Cioppa
MICHAEL J. DELLA-CIOPPA

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared MICHAEL J. DELLA-CIOPPA, to me known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed these Articles of Incorporation.

WITNESS my hand and official seal in the County and State, last aforesaid, this 9th day of February, 1996.

Sarah K. Tompkins
Notary Public
State of Florida at Large
My Commission Expires:



FILED
96 FEB 15 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF REGISTERED AGENT

Pursuant to Florida Statutes, the following is submitted in compliance with said Act: HYDRO DRIVE, INC., a corporation for profit, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 301 S. Miramar Avenue, No. 204, Indialantic, FL 32903, County of Brevard, State of Florida, has named LYNNE R. THOMPSON, ESQUIRE, located at 529 E. New Haven Avenue, Melbourne, FL 32901, as its Registered Agent 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.



LYNNE R. THOMPSON
Registered Agent