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RICHARDS, GILKEY, FITE, SLAUGHTER, PRATESI & WARD, P.A.

RICHARDS BUILDING
1263 PARK STREET
CLEARWATER, FLORIDA 34616

TEL: (813) 443-3881
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RALPH RICHARDS (1994-1995)
JOHN D. FITE
JOHN E. SLAUGHTER, JR.
EMIL G. PRATESI
H. CARLTON WARD
CYNTHIA L. RICE
THEO J. KARAPHILLIS

WILLIAM W. GILKEY
WILLIAM M. MACKENZIE
OF COUNSEL

PORT HICKEY OFFICE

INDIE PLACE EXECUTIVE CENTER
8410 U.S. HIGHWAY 1N - SUITE 104
PORT HICKEY, FLORIDA 34688
TEL: (813) 841-7833
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March 25, 1996

Secretary of State
Division of Corporations
409 East Gaines Street
20th Floor
Tallahassee, Florida 32301

100001783501
-03/29/96---01119---010
***\$122.50 ***\$122.50

Re: **PERFECT SHELL IMPORT CO.**

Gentlemen:

Enclosed herewith for filing in your office, please find Articles of Incorporation and designation of Registered Agent for the above noted corporation.

We enclose herewith a check payable to your order in the amount of \$122.50 to cover the following:

Filing Fee	\$	35.00
Certified Copy		52.50
Registered Agent Fee		35.00

\$ 122.50

The location of the principal office for the Registered Agent is 2248 Edythe Drive, Dunedin, Florida, 34698.

We shall appreciate your forwarding the certified copy of the Articles to this office.

Very truly yours,

Carlton Ward

R. Carlton Ward

RCW:lrg
Enclosures

FILED
MAR 28 PM 5:23
TALLAHASSEE, FLORIDA

4/5/96
LTD

ARTICLES OF INCORPORATION

OF

PERFECT SHELL IMPORT CO.

I.

NAME

The name of this corporation shall be PERFECT SHELL IMPORT CO.

II.

PURPOSE

This corporation is organized to engage in any activity of business permitted under the laws of the United States or of this State.

III.

TERM OF EXISTENCE

This corporation shall begin existence as of the date of filing and shall exist perpetually.

IV.

CAPITAL STOCK

This corporation is authorized to issue seven thousand five hundred (7,500) shares of \$1.00 par value.

V.

PREEMPTIVE RIGHTS

Every 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.

VI.

MAILING ADDRESS

The mailing address of the corporation is: 2248 Edythe Drive, Dunedin, Florida, 34698.

VII.

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2248 Edythe Drive, Dunedin, Florida, 34698, and the name of the initial registered agent of this corporation at that

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TALLAHASSEE, FLORIDA

address in Nicholas D'Angelo.

VIII.

INCORPORATOR

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

Nicholas D'Angelo
2248 Edythe Drive
Dunedin, Florida 34698

IX.

DIRECTORS

The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

<u>Name:</u>	<u>Address:</u>
Nicholas D'Angelo	2248 Edythe Drive Dunedin, Florida 34698
Luther Shane Stewart	3090 Sunset Beach Drive Venice, Florida 34294
Danny Steve Brito	URD El Recreo Edif La Falina Ave 99-c-0 156 P.H. Valencia Edo Cara-Bobo, Venezuela South America

X.

INDEMNIFICATION

The corporation shall indemnify any officer or director, of any former officer or director, to the full extent permitted by law.

XI.

AMENDMENT

The corporation reserves the right to amend or repeal any provisions 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 subscriber has executed these Articles of Incorporation this 21st day of March, 1996.

Nicholas D'Angelo
Nicholas D'Angelo

RCW:lrg
Corp\ArtinCor.per

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, Florida Statutes, the following is submitted, in compliance with said Act.

First--That Perfect Shell Import Co. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Dunedin, County of Pinellas, State of Florida, has named Nicholas D'Angelo located at 2248 Edythe Drive, Dunedin, Florida, 34628, City of Dunedin, County of Pinellas, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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

By: Nicholas D'Angelo
Nicholas D'Angelo

(REGISTERED AGENT)

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95 MAR 29 AM 8:24
TALLAHASSEE, FLORIDA