

# CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME \_\_\_\_\_

FIRM \_\_\_\_\_

ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

REQUEST TAKEN CONFIRMED APPROVED

DATE \_\_\_\_\_

TIME \_\_\_\_\_ CK No. \_\_\_\_\_

BY \_\_\_\_\_

WALK-IN 4/29  
Will Pick Up \_\_\_\_\_

RE:

Florida Rockwell

Phil Corp. 96 APR 29 AM 11:42

RECEIVED  
TALLAHASSEE, FLORIDA

☒ Capital Express™

☐ Art. of Inc. File

☐ Corp. Record Search

☐ Ltd. Partnership File

☒ Foreign Corp. File

☐ ( ) Cert. Copy(s)

☐ Art. of Amend. File

☐ Dissolution/Withdrawal

☐ C U S.

☐ Fictitious Name File

☐ Name Reservation

☐ Annual Report/Reinstatement

☐ Reg. Agent Service

☐ Document Filing

☐ Corporate Kit

☐ Vehicle Search

☐ Driving Record

☐ Document Retrieval

☐ UCC 1 or 3 File

☐ UCC 11 Search

☐ UCC 11 Retrieval

☐ File No.'s, \_\_\_\_\_ Copies

☐ Courier Service

☐ Shipping/Handling

☐ Phone ( )

☐ Top Priority

☐ Express Mail Prop.

☐ FAX ( ) pgs.

SUBTOTALS

FEE

DISBURSED

SURCHARGE

TAX on corporate supplies

SUBTOTAL

PREPAID

BALANCE DUE

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 18% per Annum.

THANK YOU  
from  
Your Capital Connection

ARTICLES OF INCORPORATION  
OF  
FLORIDA ROCK'N PHIL CORP.

FILED

96 APR 29 AM 11:42

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make the within Articles of Incorporation for the purpose of becoming incorporated and being a corporation be virtue of the laws of the State of Florida under the following proposed charter:

ARTICLE I - NAME/ADDRESS

The name of this corporation shall be Florida Rock'n Phil Corp and its business shall be carried on in the State of Florida and such other states and foreign countries as may be agreed upon, and its principal place of business shall be 792 Natalie Lane, Palm Harbor, FL 34683 or such other place as from time to time is designated.

ARTICLE II - DURATION

This corporation shall have perpetual existence unless sooner terminated by operation of law or voluntary dissolution in the manner prescribed by law.

ARTICLE III - PURPOSE

This corporation shall be authorized and permitted to engage in any activity or business permitted under the laws of the United States and the State of Florida. This corporations primary business shall be general business, and every other act or thing incidental or pertaining to or growing out of or connected with the aforesaid purpose and in addition, to engage in any other business or businesses permitted by law.

ARTICLE IV - STOCK CLAUSE

The aggregate number of share which the corporation shall have authority to issue is 1,000 shares with a par value of \$1.00 per share.

ARTICLE V - PREEMPTIVE RIGHTS AND RELATED MATTERS

Each holder of shares of this corporation shall have the first right to purchase shares of this corporation that may from time to time be issued, including shares from the treasury of this corporation, in the ratio that the number of shares held at the time bears to the total number of share outstanding exclusive of treasury shares. This right shall be

deemed waived by any shareholder who does not exercise it within thirty days of receipt of a notice in writing from the corporation stating the price, terms and conditions of the issue and inviting him to exercise his preemptive rights.

#### ARTICLE VI - OFFICERS AND DIRECTORS

The business and affairs of the corporation shall be conducted and managed by a Board of Directors who shall be elected annually by the stockholders of the corporation at such time and place as may be fixed by the By-laws, or by resolution of the Board of Directors, and who shall hold office until their successors shall be elected and qualified. The name and addresses of the initial officers and directors who are to serve until the first annual meeting of the stockholders are as follows:

President / Director:  
Philippe Lalanne  
792 Natalie Lane  
Palm Harbor, FL 34683

Secretary / Director:  
Henri Balestrieri  
792 Natalie Lane  
Palm Harbor, FL 34683

#### ARTICLE X - REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial Registered Office of this corporation is 36358 U.S. Highway 19 North, Palm Harbor, FL 34684. The name of the initial registered agent of this corporation at that address is JAMES J. SPANOLIOS, ESQ.

#### ARTICLE XI - BY-LAWS

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors and Shareholders in accordance with the Shareholders Agreement.

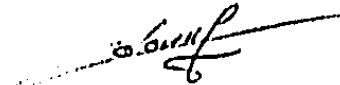
#### ARTICLE XII - POWERS

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act as now pending or hereafter enacted.

#### ARTICLE XIII - INCORPORATOR

The name and address of the Incorporator of this corporation is Philippe Lalanne, 792 Natalie Lane, Palm Harbor, FL 34683.

IN WITNESS WHEREOF, I, the undersigned Incorporator, for the purpose of forming a corporation to do business in the State of Florida, under the Laws of the state of Florida, do make and file these articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and set my hand and seal this 15 day of April, 1996.



Philippe Lalanne

BEFORE ME, the undersigned authority, personally appeared PHILIPPE LALANNE, personally known to me or who produced as identification: French Passport #95AA 44517, and who did take an oath, after first being duly sworn, deposes and says that the things and matters contained in the Articles of Incorporation are true and correct and that he executed the same for the purpose therein expressed.

SWORN TO AND SUBSCRIBED before me this 15<sup>TH</sup> day of April, 1996.



BART J. COLORAFI  
COMMISSION # CC438687  
EXPIRES FEB. 13, 1999  
ALAM NOTARY SERVICE  
1-800-486-0040

Bart J. Colorafi  
Notary Public

CERTIFICATE DESIGNATING PLACE OF BUSINESS  
FOR THE SERVICE OF PROCESS WITHIN THE STATE  
AND NAMING AN AGENT UPON WHOM  
PROCESS MAY BE SERVED

FILED

APR 29 11:42

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Florida Statute, the following is submitted:

That Florida Rock'n Phil Corp, organized under the laws of the state  
of Florida, with its principal place of business being:

792 Natalie Lane, Palm Harbor, FL 34683

has named as its registered agent to accept process within this State:

James J. Spanolios, Esq.  
36358 U.S. Highway 19 North,  
Palm Harbor, FL 34684

ACCEPTANCE

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

J. Spanolios  
James J. Spanolios, Esq.

BEFORE ME, the undersigned authority, personally appeared , James J.  
Spanolios, Esq. personally known to me or who produced identification  
and who did take an oath, after first being duly sworn, deposes and says  
that the things and matters contained in the Articles of Incorporation are  
true and correct and that he executed the same for the purpose therein  
expressed.

SWORN TO AND SUBSCRIBED before me this 15<sup>th</sup> day of  
April, 1998.



BART J. COLARAFI  
COMMISSION # CC4386  
EXPIRES FEB. 13, 1999  
ALAN NOTARY SERVICE  
1-800-488-8040

Bart J. Colarafi  
Notary Public