

P9600038780
TRANSMITTAL LETTER

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

TELEPHONE 904-150-1111
FACSIMILE 904-150-1111
TELETYPE 904-150-1111

SUBJECT: Pegasus Trailers, Inc.
(proposed corporate name)

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$ 122.50.

FROM:

Charles E. Norbuan
Name
4100 North A-1-H, #132
Address
FL. Dinec FL 34949
City, State, & Zip
(407) 465-3342
Telephone Number

5696

7b

Note: Additional copy of articles is needed only when certified copy is requested.

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
PEGASUS TRAILERS, INC.

The undersigned, desiring to form, organize and incorporate a corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation and certifies:

ARTICLE I

The name of this corporation shall be:

PEGASUS TRAILERS, INC.

The mailing address and principal place of business shall be:

4100 North A-1-A, #132
Fort Pierce, Florida 34949

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the State of Florida, and shall enjoy all the rights and privileges of a corporation granted by the laws of the State of Florida.

ARTICLE III

The aggregate number of shares of stock which the corporation shall have authority to issue is One Thousand (1,000) shares of Common Stock, with a par value of One

Dollar (\$1.00) per share.

ARTICLE IV

The corporation is to have perpetual existence.

ARTICLE V

So long as all the shares of this corporation are owned beneficially and of record by only one or two shareholders, the business and property of the corporation shall be managed by a Board of not fewer than the number of shareholders. At such time as the shares are owned beneficially and of record by more than three or more shareholders, the business and property of the corporation shall be managed by a Board of not fewer than three (3) nor more than twenty-one (21) directors, who shall be natural persons of full age, and who shall be elected annually by the shareholders having voting rights, for the term of one year, and shall serve until the election and acceptance of their duly qualified successors. In the event of any delay in holding, or adjournment of, or failure to hold an annual meeting, the terms of the sitting directors shall be automatically continued indefinitely until their successors are elected and qualified. Directors need not be residents of the State of Florida nor shareholders. Any vacancies, including vacancies resulting from an increase in the number of directors, may be filled by the Board of Directors, though less than a quorum, for the unexpired term. The Board of Directors shall have full power, and it is

hereby expressly authorized, to increase or decrease the number of directors from time to time without requiring a vote of the shareholders.

The name(s) and address(es) of the member(s) of the first Board of Directors, who, subject to the provisions of the Articles of Incorporation, the By-Laws, and the corporation laws of the State of Florida, shall hold office for the first year of the corporation's business and existence, or until their successors are elected and have qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Charles E. Norburn	4100 North A-1-A, #132 Ft. Pierce, FL 34949
Linda T. Norburn	4100 North A-1-A, #132 Ft. Pierce, FL 34949

ARTICLE VI

This corporation, and any or all of the shareholders of this corporation, may from time to time enter into such agreements as they deem expedient relating to the shares of stock held by them and limiting the transferability thereof; and thereafter any transfer of such shares shall be made in accordance with the provisions of such agreement, provided that before the actual transfer of such shares on the books of the corporation, written notice of such agreement shall be given to this corporation by filing a copy thereof with the secretary of the corporation and a reference to such agreement shall be stamped, written or printed upon the certificate representing such shares, and the By-Laws of this

corporation may likewise include provisions for the making of such agreement, as aforesaid.

ARTICLE VII

The private property of the shareholders of the corporation shall not be subject to the payment of the corporation's debts to any extent whatsoever.

ARTICLE VIII

The corporation hereby designates, as its Registered Agent, to accept service of process within the State:

Charles E. Norburn
4100 North A-1-A, #132
Ft. Pierce, FL 34949

ARTICLE IX

The following indemnification provisions shall be deemed to be contractual in nature and not subject to retroactive removal or reduction by amendment.

(a) This corporation shall indemnify any director who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil or criminal, judicial, administrative or investigative, by reason of the fact that he/she is or was serving at the request of this corporation as a director or officer or member of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts

paid in settlement, actually and reasonably incurred by him/her in connection with such action, suit or proceeding, including any appeal thereof, if he/she acted in good faith or in a manner he/she reasonably believed to be in, or not opposed to, the best interests of this corporation, and with respect to any criminal action or proceeding, if he/she had no reasonable cause to believe his/her conduct was unlawful. However, with respect to any action by or in the right of this corporation to procure a judgment in its favor, no indemnification shall be made in respect of any claim, issue, or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his/her duty to the corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity in view of all the circumstances of the case. Termination of any action, suit or proceeding by judgment, order settlement, conviction, or in a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the corporation in advance of the final disposition of any action, suit or proceeding, on a preliminary determination that the director, officer, employee or agent met the applicable standard of conduct.

(b) The corporation shall also indemnify any director

or officer who has been successful on the merits or otherwise, in defense of any action, suit, or proceeding, or in defense of any claim, issue, or matter therein, against all expenses, including attorneys' fees, actually and reasonable incurred by him/her in connection therewith, without the necessity of an independent determination that such director or officer met any appropriate standard of conduct.

(c) The indemnification provided for herein shall continue as to any person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors, and administrators of such persons.

(d) In addition to the indemnification provided for herein, the corporation shall have power to make any other or further indemnification, except an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by the Board of Directors, or duly authorized by a majority of the shareholders.

ARTICLE X

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director; provided, that the foregoing clause shall not apply to any liability of a director for any action for which the Florida General Corporation Act proscribes this limitation and then only to the extent that this limitation is specifically proscribed.

ARTICLE XI

In furtherance, and not in limitation, of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized:

(a) To make, alter, amend, and repeal the By-Laws of the corporation, subject to the power of the holders of stock having voting power to alter, amend, or repeal the By-Laws made by the Board of Directors.

(b) To determine and fix the value of any property to be acquired by the corporation and to issue and pay in exchange therefore, stock of the corporation; and the judgment of the directors in determining such value shall be conclusive.

(c) To set apart out of any funds of the corporation available for dividends, a reserve or reserves for working capital or for any other lawful purposes, and also to abolish any such reserve in the same manner in which it was created.

(d) To determine from time to time whether and to what extent, and at what time and places, and under what conditions and regulations the accounts and books of the corporation, or any of the books, shall be open for inspection by the shareholders and no shareholder shall have any right to inspect any account or book or document of the corporation except as conferred by the laws of the State of Florida, unless and until authorized to do so by resolution of the Board of Directors or of the shareholders.

(e) The Board of Directors may, by resolution, provide

for the issuance of stock certificates to replace lost or destroyed certificates.

ARTICLE XII

If the By-Laws so provide, the shareholders and the Board of Directors of the corporation shall have the power to hold their meetings, to have an office or offices, and to keep the books of the corporation, subject to the provisions of the laws of the State of Florida, outside of said state at such place or places as may be designated from time to time by the Board of Directors.

The corporation may, in its By-Laws, confer powers upon the Board of Directors in addition to those granted by these Articles of Incorporation, and in addition to the powers and authority expressly conferred upon them by the laws of the State of Florida.

Election of directors need not be by ballot unless the By-Laws so provide.

Directors shall be entitled to reasonable fees for their attendance at meetings of the Board of Directors.

ARTICLE XIII

In case the corporation enters into contracts or transacts business with one or more of its directors, or with any firm of which one or more of its directors are members, or with any other corporation or association of which one or more of its directors are shareholders, directors, or officers, such contracts or transactions shall not be

invalidated or in any way affected by the fact that such director or directors have or may have an interest therein which is or might be adverse to the interest of this corporation, provided that such contracts or transactions are in the usual course of business.

In the absence of fraud, no contract or other transaction between this corporation and any other corporation or any individual or firm, shall in any way be affected or invalidated by the fact that any of the directors of this corporation is interested in such contract or transaction, provided that such interest shall be fully disclosed or otherwise known to the Board of Directors in the meeting of such Board at which time such contract or transaction was authorized or confirmed, and provided, however, that any such directors of this corporation who are so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize or confirm such contract or transaction, and any such director may vote thereon to authorize any such contract or transaction with the like force and effect as if they were not such director or officer of such other corporation or not so interested.

ARTICLE XIV

The corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein upon

shareholders, directors and officers are subject to this reserved power.

IN WITNESS WHEREOF, I, the undersigned, for the purpose of forming a corporation pursuant to the laws of the State of Florida, have hereunto duly executed the foregoing Articles of Incorporation to be filed in the Office of the Secretary of the State of Florida for the purposes therein set forth this 1st day of March, 1996.

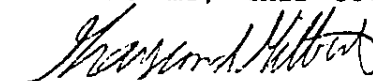

Charles E. Norburn


Linda T. Norburn

STATE OF FLORIDA :
:SS
COUNTY OF ST. LUCIE :

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Charles E. Norburn and Linda T. Norburn, both known to me to be the persons who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed those Articles of Incorporation.

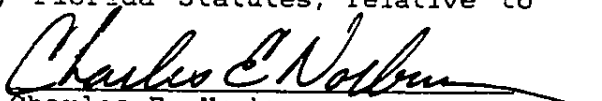
Sworn and subscribed to before me, this 30th day of April, 1996.


Notary Public

My Commission Expires:

CRAYSON S. GILBERT
Notary Public State of Florida
My Commission Expires MAY 1, 1999
CCNM # CC 457340
KUMIN JO MC

Having been named to accept service of process for the above state corporation, at the place designated, I hereby accept to act in this capacity, and agree to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open said office.


Charles E. Norburn

Florida Department of State, Sandra Mortham, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Energy Solutions International, Inc.

1b. Date of incorporation November 18, 1992 Document number P96000038544

2. The name and address of the current registered agent and office:

Amerilawyer Chartered, 343 Almeria Ave., Coral Gables, Florida 33134

3. The name and address of the new registered agent and office:

Ronald Cutler, 1515 N.W. 167th Street, Suite 224, Miami, Florida 33169

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.
Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

[Signature]
SIGNATURE

T. S. Webb President
Typed or printed name and title

March 5, 1997
Date

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE By: [Signature]
(Registered Agent)

Date: 3-12-97

97 MAR 18 AM 8:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

P96000038780

March 05, 1997

Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Enclosed, please find signed papers to change the name of a Profit Corp. Also, please find a check for amount of \$87.50. This includes \$35.00 for the filing fee and \$52.50 for a certified copy.

Thanking you in advance,

Charles Norburn

Charles Norburn, President
4100 N A1A, #132
Fort Pierce, FL 34949

Ph # (561) 465-3342
Fax # (561) 466-1314
cn107@msn.com

FILED
97 MAR 10 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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N/c

VS MAR 13 1997

ORG

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
97 MAR 10 PM 4:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pegasus Trailers, Inc.

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Article I shall be amended as follows:

The name of this corporation shall be:

Treasure Coast Trading Company, Inc.

The mailing address and principal place
of business shall be:

4100 North A-1-A, #132

Ft. Pierce, FL 34949

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

ORG.

THIRD: The date of each amendment's adoption: MARCH 5, 1997.

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____ voting group."

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 5TH day of MARCH, 19 97.

Signature

Charles E. Norburn

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Charles E. Norburn

Typed or printed name

President

Title