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

Re: Palla-Gard International, Inc.--Articles of Incorporation

Dear Sir or Madam:

Please find enclosed for filing in the records of the Secretary of State of Florida an original and one copy of the Articles of Incorporation of Palla-Gard International, Inc. In addition, we have enclosed our check #5000 in the amount of \$70.00 to cover the filing fee. After filing, please return one stamped filed copy of the Articles of Incorporation to us.

If you have any questions, please give us a call.

Sincerely,

*Dianne Gradillas*

Dianne Gradillas  
Legal Assistant

/sdg  
Enclosures

FILED  
96 MAY 13 AM 9:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MAY 20 1996

BSB

ARTICLES OF INCORPORATION  
OF  
PALLA-GARD INTERNATIONAL, INC.

FILED  
96 MAY 13 AM 9:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I**  
**Name**

The name of this corporation shall be:

Palla-Guard International, Inc.

**ARTICLE II**  
**Principal Office and Mailing Address**

The address of the principal office and the mailing address of this corporation shall be:

1455 Busch Boulevard  
Tampa, Florida 33612

**ARTICLE III**  
**Business and Purposes**

The general purpose for which this corporation is organized is the transaction of any and all lawful businesses for which corporations may be incorporated under the General Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

**ARTICLE IV**  
**Capital Stock**

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 1,000,000 shares of common stock with a par value of \$0.01 per share. Each share of said stock shall entitle the holder thereof to one vote at every

annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to the corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

#### **ARTICLE V** **Existence of Corporation**

This corporation shall have perpetual existence.

#### **ARTICLE VI** **Registered Office and Registered Agent**

The initial registered office of this corporation shall be located at 9231 Kings Ridge Drive, Tampa, Florida 33637, and the initial registered agent of this corporation at such office shall be Paul W. Maass. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

#### **ARTICLE VII** **Board of Directors**

The Board of Directors of this corporation shall consist of not less than one (1) nor more than ten (10) members, the exact number of directors to be fixed from time to time by the stockholders or the Bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the Bylaws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause. In the election of directors of this corporation, there shall be no cumulative voting of stock entitled to vote at such election.

**ARTICLE VIII**  
**Initial Board of Directors**

The Initial Board of Directors shall consist of three members, such members to hold office until their successors have been duly elected and qualified. The name and street address of the Initial directors are:

<u>Name</u>	<u>Address</u>
Paul W. Maass	9231 Kings Ridge Drive Tampa, Florida 33637
Harold Kent	1455 Busch Boulevard Tampa, Florida 33612
Daniel Karvonen	1735 Perlo Street Tampa, Florida 33612

**ARTICLE IX**  
**Incorporator**

The name and street address of the Incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Paul W. Maass	9231 Kings Ridge Drive Tampa, Florida 33637

**ARTICLE X**  
**Bylaws**

(a) The power to adopt the bylaws of this corporation, to alter, amend or repeal the by-laws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any bylaw made by them that such bylaw shall not be altered, amended or repealed by the Board of Directors.

(b) The bylaws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

**ARTICLE XI**  
**Amendment of Articles of Incorporation**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

**ARTICLE XII**  
**Affiliated Transactions**

The provisions of Section 607.0910, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.




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Paul W. Maass

ACCEPTANCE OF SERVICE AS REGISTERED AGENT  
OF  
PALLA-GARD INTERNATIONAL, INC.

The undersigned, Paul W. Maass, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 6<sup>th</sup> day of May, 1996.

  
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Paul W. Maass

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA