

896000045828

TRANSMITTAL LETTER

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

FILED
05/23/96 -- 11:01 -- 013
***122.50 ***122.50

SUBJECT: STRAUB ENTERPRISES, INC.
(proposed corporate name)

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

FROM:

**PARAGON CONSOLIDATED
BUSINESS SERVICES, INC.**

PARAGON CONSOLIDATED BUSINESS
SERVICES, INC. C. ROBIN LEMERISE, PRES.
8225 PINEHURST DRIVE
SPRING HILL FL 34606-3730

FILED
96 MAY 23 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5/30/96
TB

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

**ARTICLES OF INCORPORATION
OF
STRAUB ENTERPRISES, INC.**

FILED
96 MAY 23 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**WE, THE UNDERSIGNED, HEREBY ASSOCIATE OURSELVES TOGETHER FOR THE
PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA,
BY AND UNDER THE PROVISIONS OF THE STATUTES OF THE STATE OF FLORIDA, PROVIDING
FOR THE FORMATION, LIABILITY, RIGHTS, PRIVILEGES, AND IMMUNITIES OF A
CORPORATION FOR PROFIT.**

**ARTICLE I
NAME**

**THE NAME OF THIS CORPORATION SHALL BE:
STRAUB ENTERPRISES, INC.**

**ARTICLE II
DURATION**

**THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE AND SAME SHALL
COMMENCE ITS CORPORATE EXISTENCE AT THE TIME OF FILING OF THE ARTICLES
OF INCORPORATION BY THE DEPARTMENT OF STATE OF THE STATE OF FLORIDA.**

**ARTICLE III
PURPOSE**

**THE GENERAL PURPOSE FOR WHICH THIS CORPORATION IS ORGANIZED
INCLUDES THE TRANSACTION OF ANY OR ALL LAWFUL BUSINESSES FOR WHICH
CORPORATIONS MAY BE INCORPORATED UNDER CHAPTER 607 OF THE FLORIDA
STATUTES.**

**ARTICLE IV
GENERAL POWERS**

**THIS CORPORATION SHALL HAVE THE FOLLOWING CORPORATE POWERS,
TO WIT:**

A.

**TO HAVE A CORPORATE SEAL, WHICH MAY BE ALTERED AT PLEASURE
AND TO USE SAME BY CAUSING IT, OR A FACSIMILE THEREOF, TO BE
IMPRESSED, AFFIXED OR IN ANY OTHER MANNER REPRODUCED.**

B.

**TO PURCHASE, TAKE, RECEIVE, LEASE OR OTHERWISE ACQUIRE, OWN, HOLD,
IMPROVE, USE AND OTHERWISE DEAL IN AND WITH REAL OR PERSONAL
PROPERTY OF ANY INTEREST THEREIN, WHEREVER SITUATE.**

C.

**TO SELL, CONVEY, MORTGAGE, PLEDGE, CREATE A SECURITY INTEREST IN,
LEASE, EXCHANGE, TRANSFER AND OTHERWISE DISPOSE OF ALL OR ANY
PART OF ITS PROPERTY AND ASSETS.**

D.

**TO LEND MONEY TO AND USE ITS CREDIT TO ASSIST ITS OFFICERS AND
EMPLOYEES IN ACCORDANCE WITH SECTION 607.141**

E.

**TO PURCHASE, TAKE, RECEIVE, SUBSCRIBE FOR, OR OTHERWISE ACQUIRE,
OWN, HOLD, VOTE, USE, EMPLOY, SELL, MORTGAGE, LEND, PLEDGE, OR
OTHERWISE DISPOSE OF, AND OTHERWISE USE AND DEAL IN AND WITH, SHARES
OR OTHER INTEREST IN, OR OBLIGATIONS OF, OTHER DOMESTIC OR FOREIGN
CORPORATIONS, ASSOCIATIONS, PARTNERSHIPS, OR INDIVIDUALS OR DIRECT
OR INDIRECT OBLIGATIONS OF THE UNITED STATES.**

F.

**TO CONDUCT ITS BUSINESS, CARRY ON ITS OPERATIONS, AND HAVE OFFICES
AND EXERCISE THE POWER GRANTED BY THIS ACT WITHIN OR WITHOUT
THIS STATE.**

G.

TO MAKE CONTRACTS AND GUARANTEES AND INCUR LIABILITIES, BORROW

**MONEY AT SUCH RATES OF INTEREST AS THE CORPORATION MAY
DETERMINE, ISSUE ITS NOTES, BONDS AND OTHER OBLIGATIONS AND SECURE ANY OF ITS
OBLIGATIONS BY MORTGAGE OR PLEDGE OF ALL
OR ANY OF ITS PROPERTY, FRANCHISES AND INCOME.**

H.

**TO LEND MONEY FOR ITS CORPORATE PURPOSES, INVEST AND RE-INVEST
ITS FUNDS, AND TAKE AND HOLD REAL AND PERSONAL PROPERTY AS SECURITY
FOR THE PAYMENT OF FUNDS SO LOANED OR INVESTED**

I.

**TO ELECT OR APPOINT OFFICERS AND AGENTS OF THE CORPORATION AND
DEFINE THEIR DUTIES AND FIX THEIR COMPENSATION.**

J.

**TO MAKE AND ALTER BYLAWS, NOT INCONSISTENT WITH ITS ARTICLES OF
INCORPORATION OR WITH THE LAWS OF THIS STATE., FOR THE
ADMINISTRATION AND REGULATION OF THE AFFAIRS OF THE CORPORATION.**

K.

**TO MAKE DONATIONS FOR THE PUBLIC WELFARE OR FOR CHARITABLE,
SCIENTIFIC OR EDUCATIONAL PURPOSES.**

L.

**TO TRANSACT ANY LAWFUL BUSINESS WHICH THE BOARD OF DIRECTORS
SHALL FIND WILL BE IN AID OF GOVERNMENTAL POLICY.**

M.

**TO PAY PENSIONS AND ESTABLISH PENSION PLANS, PROFIT SHARING PLANS,
STOCK BONUS PLANS, STOCK OPTION PLANS AND OTHER INCENTIVE PLANS
FOR ANY OR ALL OF ITS DIRECTORS, OFFICERS AND EMPLOYEES AND FOR
ANY OR ALL OF THE DIRECTORS, OFFICERS AND EMPLOYEES OF ITS SUBSIDIARIES.**

N.

**TO BE A PROMOTER, INCORPORATOR, PARTNER, MEMBER, ASSOCIATE, OR
MANAGER OF ANY CORPORATION, PARTNERSHIP, JOINT VENTURE, TRUST,
OR OTHER ENTERPRISE.**

O.

**TO HAVE AND EXERCISE ALL POWERS NECESSARY OR CONVENIENT TO
EFFECT ITS PURPOSE.**

**ARTICLE V
SHARES OF STOCK**

**THE AGGREGATE NUMBER OF SHARES WHICH THIS CORPORATION SHALL
HAVE AUTHORITY TO ISSUE SHALL BE
ONE THOUSAND
OF COMMON CLASS ONLY WITH A PAR VALUE OF
ONE DOLLAR PER SHARE**

**EACH HOLDER OF COMMON STOCK IN THIS CORPORATION SHALL BE ENTITLED
TO ONE VOTE FOR EACH SHARE OF COMMON STOCK HELD BY HIM OR HER.**

**ARTICLE VI
PRE-EMPTIVE RIGHTS**

**THE SHAREHOLDERS OF THIS CORPORATION SHALL HAVE PRE-EMPTIVE RIGHTS
TO ACQUIRE UNISSUED OR TREASURY SHARES OF THE CORPORATION, AND
SECURITIES OF THE CORPORATION CONVERTIBLE INTO OR CARRYING A RIGHT
TO SUBSCRIBE TO OR ACQUIRE SHARES IN SAID CORPORATION**

**ARTICLE VII
PRINCIPLE PLACE OF BUSINESS**

**THE STREET ADDRESS OF THE CORPORATIONS PRINCIPLE PLACE
OF BUSINESS IS AS FOLLOWS, TO WIT:
338 RUSK CIRCLE
SPRING HILL FL 34606**

**ARTICLE VIII
REGISTERED AGENT**

**THE NAME AND ADDRESS OF THE CORPORATIONS INITIAL REGISTERED
AGENT FOR SERVICE OF PROCESS IS AS FOLLOWS:
MARILYN J. STRAUB
338 RUSK CIRCLE SPRING HILL FL 34606**

ARTICLE IX

BOARD OF DIRECTORS

THE BOARD OF DIRECTORS OF THIS CORPORATION SHALL CONSIST OF ONE OR MORE MEMBERS, AND THE EXACT NUMBER THEREOF TO BE FIXED BY THE BYLAWS OF THE SAID CORPORATION. THE INITIAL BOARD OF DIRECTORS SHALL CONSIST OF ONE OR MORE MEMBERS WHOSE NAMES AND ADDRESSES ARE AS FOLLOWS, TO WIT:

**MARILYN J. STRAUB
338 RUSK CIRCLE
SPRING HILL FL 34606**

SAID MEMBERS OF THE INITIAL BOARD OF DIRECTORS SHALL HOLD OFFICE UNTIL THE FIRST ANNUAL MEETING OF THE SHAREHOLDERS, AND UNTIL HIS SUCCESSOR SHALL HAVE BEEN ELECTED AND QUALIFIED, OR UNTIL HIS EARLIER RESIGNATION, REMOVAL FROM OFFICE, OR DEATH, WHICHEVER SHALL FIRST OCCUR.

**ARTICLE X
INCORPORATORS**

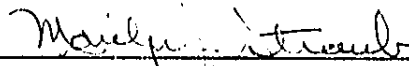
THE FOLLOWING PERSONS SHALL ACT AS THE INCORPORATORS OF STRAUB ENTERPRISES, INC. BY SIGNING AND DELIVERING, OR CAUSING TO BE DELIVERED, SAID ARTICLES OF INCORPORATION, IN DUPLICATE, TO THE DEPARTMENT OF STATE OF THE STATE OF FLORIDA:

**MARILYN J. STRAUB
338 RUSK CIRCLE,
SPRING HILL FL 34606**

**ARTICLE XI
BY-LAWS**

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS. BY-LAWS ADOPTED BY THE BOARD OF DIRECTORS MAY BE REPEALED OR CHANGED, AND NEW BY-LAWS SHALL NOT BE ADOPTED BY THE SHAREHOLDERS, AND THE SHAREHOLDERS MAY PRESCRIBE IN ANY BY-LAW MADE BY THEM THAT SUCH BY-LAWS SHALL NOT BE ALTERED, AMENDED OR REPEALED BY THE BOARD OF DIRECTORS. THE BY-LAWS MAY CONTAIN ANY PROVISIONS FOR THE REGULATION AND MANAGEMENT OF THE AFFAIRS OF THE CORPORATION NOT INCONSISTENT WITH THE LAW OR THE ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, WE, THE UNDERSIGNED SUBSCRIBING INCORPORATORS HAVE HEREUNTO SET OUR BONDS AND SEALS THIS FIFTEENTH DAY OF MAY, 1996 FOR THE PURPOSE OF FORMING THIS CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, AND WE HEREBY MAKE AND FILE IN THE OFFICE OF THE SECRETARY OF STATE, STATE OF FLORIDA, THIS CERTIFICATE OF INCORPORATION, AND CERTIFY THAT THE FACTS HEREIN STATED ARE TRUE.

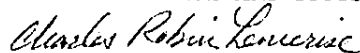


MARILYN J. STRAUB

STATE OF FLORIDA)
COUNTY OF HERNANDO)

BEFORE ME, THIS DAY, PERSONALLY APPEARED MARILYN J. STRAUB
TO ME WELL KNOWN TO BE THE INDIVIDUAL DESCRIBED IN AND WHO
EXECUTED THE FOREGOING ARTICLES OF INCORPORATION AND ACKNOWLEDGED
BEFORE ME THAT THEY EXECUTED THE SAME FOR THE PURPOSE THEREIN EXPRESSED.

WITNESS MY HAND AND OFFICIAL SEAL THIS 15TH DAY OF MAY, 1996



CHARLES ROBIN LEMERISE

NOTARY PUBLIC



"OFFICIAL SEAL"
Charles Robin Lemerise
My Commission Expires 4/10/98
Commission #CC 362938

**CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: STRAUB ENTERPRISES, INC.
2. The name and address of the registered agent and office is:
- MARILYN J. STRAUB.
- 338 FUSK CIRCLE
- (P. O. BOX NOT ACCEPTABLE)
- SPRING HILL FL 34606
- (CITY/STATE/ZIP)
- SIGNATURE Marilyn J. Straub
(Corporate Officer)
- TITLE PRESIDENT
- DATE 5-15-96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED. IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE Marilyn J. Straub
(Registered Agent)

DATE 5-15-96