

P96000 48696

**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 \$ \_\_\_\_\_

RE: COLEMAN / Investment / 10/10/96 No 52813

|   |  |
|---|--|
| <input checked="" type="checkbox"/> Capital Express™  |  |
| <input checked="" type="checkbox"/> Art. of Inc. File |  |
| <input type="checkbox"/> Corp. Record Search          |  |
| <input type="checkbox"/> Ltd. Partnership File        |  |
| <input type="checkbox"/> Foreign Corp. File           |  |
| <input checked="" type="checkbox"/> ( ) Cert. Copy(s) |  |
| <input type="checkbox"/> Art. of Amend. File          |  |
| <input type="checkbox"/> Dissolution/Withdrawal       |  |
| <input type="checkbox"/> O U S-                       |  |
| <input type="checkbox"/> Fictitious Name File         |  |
| <input type="checkbox"/> Name Reservation             |  |
| <input type="checkbox"/> Annual Report/Reinstatement  |  |
| <input type="checkbox"/> Reg. Agent Service           |  |
| <input type="checkbox"/> Document Filing              |  |
| <input type="checkbox"/> Corporate Kit                |  |
| <input type="checkbox"/> Vehicle Search               |  |
| <input type="checkbox"/> Driving Record               |  |
| <input type="checkbox"/> Document Retrieval           |  |
| <input type="checkbox"/> UCC 1 or 3 File              |  |
| <input type="checkbox"/> UCC 11 Search                |  |
| <input type="checkbox"/> UCC 11 Retrieval             |  |
| <input type="checkbox"/> File No.'s, _____ Copies     |  |
| <input type="checkbox"/> Courier Service              |  |
| <input type="checkbox"/> Shipping/Handling            |  |
| <input type="checkbox"/> Phone ( )                    |  |
| <input type="checkbox"/> Top Priority                 |  |
| <input type="checkbox"/> Express Mail Prep.           |  |
| <input type="checkbox"/> FAX ( ) pgs.                 |  |
| <b>SUBTOTALS</b>                                      |  |

FILED DISBURSED

R CHASSER JUN 7 1996

|         |       |           |          |
|---------|-------|-----------|----------|
| REQUEST | TAKEN | CONFIRMED | APPROVED |
| DATE    | 6/7   |           |          |
| TIME    | 9:30  |           | CK No.   |
| BY      | JD    |           |          |

WALK-IN Will Pick Up \_\_\_\_\_

|                                |  |
|--------------------------------|--|
| FEE.....                       |  |
| DISBURSED.....                 |  |
| SURCHARGE.....                 |  |
| TAX on corporate supplies..... |  |
| SUBTOTAL.....                  |  |
| PREPAID.....                   |  |
| BALANCE DUE.....               |  |

RECEIVED  
 96 JUN -7 AM 10:05  
 DIVISION OF CORPORATION

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  
CRASSAS INVESTMENTS & ASSOCIATES, INC.**

**ARTICLE I - NAME**

The name of this corporation is **CRASSAS INVESTMENTS & ASSOCIATES, INC.**, and its street address is 162 Brightwater Drive, Clearwater, Florida 34630.

**ARTICLE II - DURATION**

This corporation shall exist perpetually.

**ARTICLE III - PURPOSE**

The general purpose of this corporation is to provide all services and uses authorized by the Florida Business Corporation Act, and for all other lawful uses and purposes.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 333,333 shares of \$3.00 par value common stock.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 595 Main Street, Dunedin, Florida 34698, and the name of the registered agent of this corporation at that address is John P. Frazer.

**ARTICLE VI - INCORPORATORS**

The name and address of the person signing these articles of incorporation are:

Jerassimos Crassas

162 Brightwater Drive  
Clearwater, FL 34630

#### **ARTICLE VII - AMENDMENT**

The power to adopt, alter, amend or repeal the articles of incorporation or its bylaws shall be vested in the Board of Directors.

#### **ARTICLE VIII - MANAGEMENT OF CORPORATION BY BOARD**

The affairs of this corporation shall be managed by a board of not less than one nor more than eight directors. All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed and directed by, the Board of Directors of this corporation. This corporation, through its duly elected officers, shall have the power to execute contracts with other corporations and individuals to buy, own, sell, rent, mortgage or otherwise acquire and dispose of real estate and personal property.

#### **ARTICLE IX - INITIAL BOARD OF DIRECTORS**

The corporation shall have five (5) directors initially. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the corporation in the manner provided by law, but shall never be less than one (1). The names and addresses of the initial directors of the corporation are:

Chairman of the Board

James Blaeser  
2371 Haddon Hall Place  
Clearwater, FL 34624

President

Marc Caunille  
36 Ave. De Piliers  
LaVarenne, Paris, France 94210

Chief Executive Officer

Jerry Crassas  
162 Brightwater Dr.  
Clearwater, FL 34630

Treasurer

Aris Skafidas  
5 Voutiras Street  
Nea Smirni  
Athens, Greece

Secretary

Jerry Crassas  
162 Brightwater Dr.  
Clearwater, FL 34630

Assistant Secretary

Tonya Adams  
80 Emerald Circle  
Satellite Beach, FL 32937

#### ARTICLE IX - INFORMAL ACTION OF DIRECTORS

If a majority of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation as part of the corporate records, the action shall be a valid as though it had been authorized at a meeting of the Board of Directors.

#### ARTICLE X - DIRECTOR QUORUM AND VOTING

A majority of the directors shall constitute a quorum for a meeting of the directors of the corporation. If a quorum is present, the affirmative vote of a majority of the directors present or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

#### ARTICLE XI - QUORUM AND VOTING

Fifty percent (50%) of the shares entitled to vote

represented shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of 50% plus one (1) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE XII - GREATER VOTING REQUIREMENTS FOR SHAREHOLDERS WITH RESPECT TO MERGER, ACQUISITION OR LIQUIDATION**

The affirmative vote of sixty-six and two-thirds (66-2/3%) of the shares of this corporation entitled to vote thereon shall be required for the authorization of dissolution, merger, acquisition or liquidation of the corporation. Each shareholder shall have one vote for each one percent (1%) of the total shares of the company stock that they own.

**ARTICLE XIII - MEETINGS BY CONFERENCE TELEPHONE**

Shareholders and/or directors may participate in special meetings by conference telephone as provided by law.

**ARTICLE XIV - DIVIDENDS**

Dividends may be paid to shareholders and such dividends may be paid from any source and may be considered ordinary, capital gain, or non-taxable dividends, dependent on the source from which they are derived.

**ARTICLE XV - INDEMNIFICATION**

The corporation may be empowered by resolution of the Board of Directors to indemnify any officer or director, or any former officer or director, in the manner set out and provided for in the Bylaws of the corporation, pursuant to the provisions of

Section 607.0050 of the Florida Statutes, as amended.

**ARTICLE XVI - TAX ELECTIONS**

This corporation shall be entitled to elect any tax treatment or enact any program or benefit to which it is entitled under law including but not limited to:

1. Qualified pension or profit sharing plan;
2. Election as a subchapter-S corporation;
3. Treatment of stock under Sec. 1244 et seq. of the Internal Revenue Code;
4. Stock purchase or option agreement, whether qualified or not;
5. Corporate medical reimbursement plan; and
6. Excess compensation reimbursement plan.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 06 day of June, 1996.

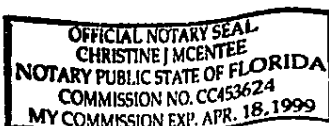
  
Jerassimos Crassas

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 6 day of June, 1996, by JERASSIMOS CRASSAS, (X) who is personally known to me, or ( ) who has produced a Florida Driver's License or \_\_\_\_\_ as identification.

  
Notary Public

My Commission Expires:



**CERTIFICATE**

**DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED: **CRASSAS INVESTMENTS & ASSOCIATES, INC.**,  
desiring to organize or qualify under the laws of the State of  
Florida, with the principal place of business in the City of  
Clearwater, Florida, has named John P. Fraser as its resident  
agent to accept service of process within Florida.

Signature: [Signature]

Title: \_\_\_\_\_

Date: 06/06/96

FILED  
JUN -7 AM 11:32  
CLERK OF DISTRICT COURT  
ALBANY, FLORIDA

**ACCEPTANCE BY AGENT**

Having been named to accept service of process for the  
above-stated corporation, at the place designated in the  
certificate, I hereby agree to act in this capacity, and I  
further agree to comply with the provisions of all statutes  
relative to the proper and complete performance of my duties.

Signature: [Signature]

Date: Jun 6, 1996

**Frazer  
Hubbard  
& Brandt  
Trask**

Attorneys at Law  
Post Office Box 1178  
425 Main Street  
Dunedin, FL 34698