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**CSC networks**

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AUTHORIZATION : Patricia Pizut

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ORDER DATE : June 19, 1996

ORDER TIME : 10:28 AM

ORDER NO. : 992772

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CUSTOMER NO: 6209A

CUSTOMER: Wade Boyette, Esq  
CAUTHEN & FELDMAN

215 N. Joanna Avenue

Tavares, FL 32778-3200

DOMESTIC FILING

NAME: GRABIL, INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY  
☒ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

STATE  
SECRETARY OF STATE  
CORPORATION  
96 JUN 19 PM 3:15

96 JUN 19 PM 3:33  
DIVISION OF CORPORATION  
96 JUN 19 PM 3:33

**ARTICLES OF INCORPORATION**

of

**GRABIL, INC.**

FILED  
SECRETARY OF STATE  
GENERAL CORPORATIONS  
95 JUN 19 PM 3:16

The undersigned natural person(s) of legal age, acting as incorporator(s) under the provisions of Florida Statutes, Chapter 607, adopt the following Articles of Incorporation:

**ARTICLE I**

**Name**

The name and address of this corporation shall be: **GRABIL, INC., 11228 Bronson Road, Clermont, FL 34711.**

**ARTICLE II**

**Purpose**

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

**ARTICLE III**

**Stock**

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 10,000 shares of common stock each with a par value of \$1.00.

**ARTICLE IV**

**Subscribers, Incorporators & Directors**

The name and address of the Subscriber and Incorporator are:

**NAME**

**GRACE STOSBERG**

**ADDRESS**

**11228 Bronson Road  
Clermont, FL 34711**

The names and addresses of the Directors are:

**NAME**

**GRACE STOSBERG**

**ADDRESS**

**11228 Bronson Road  
Clermont, FL 34711**

**WILLIAM STOSBERG**

**11228 Bronson Road  
Clermont, FL 34711**

**ARTICLE V**  
**Informal Shareholder Action**

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the bylaws.

**ARTICLE VI**  
**Fundamental Changes**

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- (a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- (b) Reorganization, merger or consolidation of the corporation;
- (c) Sale, lease or exchange of the major portion of the property or assets of the corporation; or
- (d) Dissolution of the corporation.

**ARTICLE VII**  
**Term of Existence**

This corporation shall exist perpetually.

**ARTICLE VIII**  
**Directors**

A. The business of the corporation shall be managed initially by a board of two (2) directors. The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director.

B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for cause by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote exclusive of his own shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

D. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

**ARTICLE IX**  
**Effective Date**

The date that corporate existence shall begin shall be the date of filing. This election is pursuant to Florida Statute 607.0123.


**ARTICLE X**  
**Registered Office and Registered Agent**

The address of the initial registered office of this corporation is 11228 Bronson Road, Clermont, FL 34711. The name of the Registered Agent of this corporation is WILLIAM STOSBERG at the above office address.

**ARTICLE XI**  
**Bylaws**

Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the Stockholders, except as otherwise provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the incorporator certifies to the truth of the facts herein stated, this 18th day of June, 1996.


  
Grace Stosberg

FILED  
STATE  
OF FLORIDA  
CLERK OF THE  
SOLICITOR GENERAL  
JUN 19 1996

**ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN ARTICLES OF INCORPORATION**

I hereby accept to act as initial Registered Agent for GRABIL, INC., as stated in these Articles of Incorporation.

Dated: June 18, 1996.

  
Grace Stosberg