ATTORNEYS & COUNSELORS AT LAW

300 EAST UNIVERSITY AVENUE, SUITE A POST OFFICE DRAWER 2759

GAINESVILLE, FLORIDA 32602

TELEPHONE (332) 373-6791 TELEPAX (332) 377-2861

C. DARY MOODY! ANTHONY J. SALZMAN\*\* JOHN M. CROTTY

**100ARD CERTIFIED IN CIVIL TRIAL LAW** \*\*BUARD CERTIFIED IN WORKERS' COMPERSATION 96 JUL 11 PH 12: 02

SECRETARY OF STATE TALLAHASSEE, FLORIDA

PERSONAL INJURY AND WRONOPUL DRATE WORKBRS' COMPUSSATION PAMILY LAW SOCIAL SECURITY LAW DANKING LAW GUNURAL PRACTICU

July 9, 1996

Corporate Records Bureau Division of Corporations Department of State Post Office Box 6327 Tallahassee, Florida 32314 400001891574 -07/12/96--01006--009 \*\*\*\*122.50 \*\*\*\*122.50

RE: S BASIC, INC.

Dear Sir or Madam:

Enclosed please find:

- 1. Articles of Incorporation of S BASIC, INC., a profit corporation.
- 2. Designation of Resident/Registered Agent and acceptance by such agent.
- 3. My firm check in the amount of \$122.50 for:

a. Filing Fee \$ 35.00 Certified Copy of Charter b. \$ 52.50 \$ 35.00

Ç. Registered Agent Designation Fee

> Total \$122.50

Please file the subject documents, and forward the Certified Copy to my above-shown address.

Very truly yours

Anthony J.

AJS/sjf Enclosures

## ARTICLES OF INCORPORATION

FILED

OF

96 JUL 11 PH 12: 02

S BASIC, INC.

TALLAHASSEE FLORIDA

## ARTICLE I. CORPORATE NAME.

The name of this corporation is S Basic, Inc.

ARTICLE II. ADDRESS OF PRINCIPAL OFFICE.

The address of the principal office of this corporation is 7423 N.W. 18th Avenue,
Gainesville, FL 32605.

#### ARTICLE III. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

## ARTICLE IV. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock with no par value.

#### ARTICLE V. TERM OF EXISTENCE.

This corporation shall have perpetual existence commencing upon filing of these articles.

# ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The registered agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Anthony J. Salzman MOODY & SALZMAN, P.A. 500 E. University Avenue, Suite A Post Office Box 2759 Gainesville, Florida 32602-2759 The Board of Directors, from time to time, may move the Registered Office to any other address in the State of Florida.

## ARTICLE VII. BOARD OF DIRECTORS.

This Corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

## ARTICLE VIII. INITIAL DIRECTORS.

The names of the initial directors of this Corporation and their street addresses are:

Randall Sherrod Smith 7423 N.W. 18th Avenue Gainesville, FL 32605

John Henry Smith 7423 N.W. 18th Avenue Gainesville, FL 32605

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

#### ARTICLE IX. INCORPORATORS.

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Randall Sherrod Smith 7423 N.W. 18th Avenue Gainesville, FL 32605

#### ARTICLE X. AMENDMENT.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### ARTICLE XI. BYLAWS.

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

# ARTICLE XII. RESTRICTIONS ON TRANSFER OF STOCK.

Shares of capital stock of this Corporation shall be issued initially to the following persons and in the amounts set opposite their names:

Fifty-One Shares (51) - Randall Sherrod Smith Forty-Nine Shares (49) - John Henry Smith

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholders or to the Corporation. The price and terms of which, and the time within which, those shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

# ARTICLE XIII. STOCK ENDORSEMENT.

Each share of stock issued subject to these bylaws shall be endorsed as follows:

"Transfer, pledge, hypothecation, sale, assignment, gift or other disposition of this stock is restricted by an article of the bylaws of this company, a copy of which is on file at the office of the corporation."

Articles	of	Incorporation	
Page 4		-	

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# ARTICLE XIV. INDEMNIFICATION.

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on the <u>8</u> day of June, 1996.

INCORPORATOR < Randall Sherrod Smith

STATE OF FLORIDA COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this  $\mathcal{S}^{+h}$  day of June, 1996, by RANDALL SHERROD SMITH, who is(are)  $\boxtimes$  personally known to me or has(have)  $\square$  produced identification, and who did/did not take an oath.

Identification Produced:

NOTARY PUBLIC Typer Name: Commission No.: Commission Expires:

SHEFFIA J. FULMER MY COMMISSION & CC 496661 EXPRES Oct 6, 1999

# STATE OF FLORIDA DEPARTMENT OF STATE

96 JUL 11 PH 12: 02

## DESIGNATION OF REGISTERED AGENT

SECRETARY OF STATE TALLAHASSEE, FLORIDA

Certificate designating Registered Place of Business or Domicile for the Service of Process Within This State, Naming the Registered Agent Upon Whom Process may be Served and Names and Addresses of the Officers and Directors.

THE FOLLOWING is submitted, in compliance with Chapter 607, §607.034, Florida Statutes:

THAT, S BASIC, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal office at 7423 N.W. 18th Avenue, in the City of Gainesville, County of Alachua, State of Florida,

HAS NAMED, ANTHONY J. SALZMAN, Registered Agent, located at 500 E. University Avenue, Suite A, City of Gainesville, County of Alachua, State of Florida 32601),

AS ITS AGENT to accept Service of Process within this State.

#### **OFFICERS:**

RANDALL S. SMITH, PRESIDENT JOHN HENRY SMITH, SECRETARY/TREASURER

the address of both officers being the address above stated as the Corporate Address.

THE MANAGEMENT of the Corporation being in the hands of the Stock holders thereof, there are no Directors. The Sole Stockholders are the Corporate Officers aforestated.

BY: <del>KALONC ACROND CLUTH</del>
RANDALL-S-SMITH, PRESIDENT

#### **ACCEPTANCE**

HAVING BEEN NAMED as Registered Agent to Accept Service of Process for the abovenamed corporation, at the place designated in this certificate, I hereby agree to act in such capacity; further, I AGREE TO COMPLY with all the provisions of all statutes relative to the proper and complete performance of my duties as such.

96 JUL 11 PH 2: 02

SEARE MALY OF STATE TALLAHASSEE, FLORIDA

ANTHONY J/SALZMAN REGISTERED AGENT

# P96000058572

August 7, 1997

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

Dear Sir/Madam:

I am writing to request that all future Annual Report forms be forwarded to my Registered Agent, Anthony J. Salzman, Moody & Salzman, P.A., P.O. Drawer 2759, Gainesville, FL 32602, unless your office is notified in writing otherwise at a later date.

I appreciate your assistance in this matter.

S BASIC, INC.

Kelluy 8/13