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96 AUG 27 PM 12:02

ACCOUNT NO. : 072109000032

REFERENCE : 066483 80741A

AUTHORIZATION :

COST LIMIT : ~~222.50~~

Prepaid

ORDER DATE : August 27, 1996

ORDER TIME : 10:02 AM

ORDER NO. : 066483

CUSTOMER NO: 80741A

CUSTOMER: Robert P. Scheb, Esq
DRYMON SCHEB & TOALE

Suite 705, Ncnb Bank Building
1605 Main Street
Sarasota, FL 34236

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DOMESTIC FILING

NAME: KNIGHTS GUARDIAN CORPORATION
FLORIDA

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Juan E Jones

EXAMINER'S INITIALS:

96 AUG 27 AM 10:10

FILED
OFFICE OF STATE
CORPORATIONS

8/28/96

ARTICLES OF INCORPORATION
OF
KNIGHTS GUARDIAN CORPORATION

FILED
CLERK OF STATE
CORPORATIONS
26 AUG 27 AM 10:10

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

Article 1. Name.

The name of the Corporation is: **KNIGHTS GUARDIAN CORPORATION** The address of the principal office of this corporation shall be 3366 Bougainvillea Street, Sarasota, Florida 34239, and the mailing address will be 3366 Bougainvillea Street, Sarasota, Florida 34239.

Article 2. Duration.

The duration of the Corporation is perpetual.

Article 3. Purpose.

The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Capital Stock.

The aggregate number of shares which the Corporation is authorized to issue is 1000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5. Initial Registered Office and Agent.

The street address of the initial Registered Office of the Corporation is 1605 Main Street, Suite 705, Sarasota, Florida 34236, and the name of its initial Registered Agent at that address is Robert P. Scheb.

Article 6. Initial Board of Directors.

The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the ByLaws but shall never be less than one (1). The name and address of the initial Director of the Corporation is as follows:

Frank Sciacca, Jr.
3366 Bougainvillea Street
Sarasota, FL 34239

Article 7. Incorporator.

The name and address of the Incorporator is as follows:

Frank Sciacca, Jr.
3366 Bougainvillea Street
Sarasota, FL 34239

Article 8. Amendment.

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 9. Indemnification.

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 10. Preemptive Rights.

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or

warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

Article 11. Stock Transfer Restrictions.

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.

Article 12. Rights of Initial Directors

The initial Director(s) shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholder agrees to abide by this right and to elect the initial Director named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of the initial Director who is a Shareholder of the Corporation at the time of the amendment.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 26th day of August, 1996.

Frank Sciacca Jr.
FRANK SCIACCA, JR.

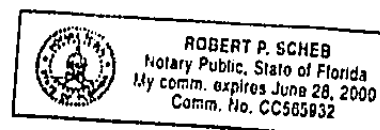
STATE OF FLORIDA)

COUNTY OF SARASOTA)

The foregoing instrument was acknowledged before me this 26th day of August, 1996 by FRANK SCIACCA, JR., who is personally known to me or has produced FLA DL# S200-260-68-046-oas identification.

Robert P. Scheb
ROBERT P. SCHEB, Notary Public

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 AUG 27 AM 10:10

The undersigned hereby accepts the appointment as Registered Agent of **KNIGHTS GUARDIAN CORPORATION**, which is contained in the foregoing Articles of Incorporation.

DATED this 26th day of August, 1996.



ROBERT P. SCHEB, Registered Agent

P96000071449

Knights Guardian Corporation

3366 Bougainvillea Street

Sarasota, Florida 34239

(941) 922 - 5054

Florida Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

To whom it may concern,

Enclosed, please find the Articles of Dissolution, along with a check for the filing fee of \$35.00, plus \$8.75 for a Certificate of Status. In total amount of \$43.75.

Thank you for your time and concern to this matter.

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*****43.75 *****43.75

SH 5/5
Diss

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 APR 28 PM 2:46

FILED

Sincerely,
Frank Sciacca, Jr.

x *Frank Sciacca, Jr.*
President

ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: Knight's Convention Corporation
3366 Bougainvillea Street, Sarasota, FL 34237

SECOND: The date dissolution was authorized: 4-17-97

THIRD: Adoption of Dissolution (CHECK ONE)

☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

☐ Dissolution was approved by vote of the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

The number of votes cast for dissolution was sufficient for approval by

(voting group)

Signed this 25 day of April, 19 97

Signature

Frank Sciucca Jr.

(By the Chairman or Vice Chairman of the Board, President, or other officer)

Frank Sciucca Jr.

(Typed or printed name)

President

(Title)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 APR 28 PM 2:44

FILED