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1201 HAYS STREET
TAX SALES TAX, 1.1%
904 2-91
904 92-00 TAX



PROFESSIONAL SERVICE ACCOUNT NO. : 072100000032

REFERENCE : 079387 82378A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : September 9, 1996

ORDER TIME : 3:32 PM

ORDER NO. : 079387

CUSTOMER NO: 82378A

CUSTOMER: John S. Dzurak, Esq
SAFRON ROONEY & DZURAK

P.O. Box 400

Punta Gorda, FL 33951-0400

300001948128
09/10/96--01040--031
*****70.00 *****70.00

DOMESTIC FILING

NAME: PORT OF NAUPLIA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

RECEIVED
DIVISION OF STATE
REGISTRATIONS
55 SEP 10 AM 11:32

RECEIVED
DIVISION OF CORPORATIONS
55 SEP 10 AM 11:37
9/10/96

JOHN S. DZURAK
ATTORNEY AT LAW
306 EAST OLYMPIA AVENUE
PUNTA GORDA, FLORIDA 33950

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 SEP 10 AM 11:32

Mailing Address:
Post Office Box 400
Punta Gorda, Florida 33951-0400

Phone: (941) 639-3171
Fax: (941) 639-3634

September 5, 1996

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: PORT OF NAUPLIA, INC.

Dear Sirs:

Please find enclosed the original and one copy of the Articles of Incorporation for PORT OF NAUPLIA, INC.

Also enclosed is a check in the amount of \$70.00 with regards to the following:

\$35.00 - Filing fee.

\$35.00 - Fee for Resident Agent.

Please note that the resident agent is designated in the Articles of Incorporation.

We do not wish to receive a certified copy of the Articles, only proof of filing and document number. Please return the proof of filing to our office.

Thank you very much for your cooperation in this matter.

Sincerely,


JOHN S. DZURAK

JSD:mgg
enclosures

xc: Mr. & Mrs. Peter Karamanos

**ARTICLES OF INCORPORATION
OF
PORT OF NAUPLIA, INC.**

FILED
FLORIDA DEPT. OF STATE
DIVISION OF CORPORATIONS
26 SEP 10 AM 11:32

We, the undersigned, **PETER KARAMANOS** and **GEORGIA KARAMANOS**, do hereby create and sign these Articles for the purpose of forming a Corporation as provided under the laws of the State of Florida.

I.

The name of the corporation shall be:

PORT OF NAUPLIA, INC.

II.

The said corporation is hereby empowered to engage in any or all of the following business operations, and to perform all necessary and proper lawful acts in connection therewith, as are or may be authorized by law:

A. To do and perform all of the acts and things and to exercise all of the powers set out and enumerated in Florida Statutes, Chapter 607, (as amended), and to exercise all other powers provided by law to be exercised by corporations.

III.

Said corporation is hereby authorized to have outstanding at any time, a maximum of one hundred (100) shares of common stock, without par value; no other class or type of stock shall be issued. Each share of stock shall entitle the owner thereof to one vote.

IV.

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he or she already holds, shall have the right to purchase his pro-rata share (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

V.

This corporation is to have perpetual existence, or is to exist until dissolved by operation of law.

VI.

The principal and registered office of the corporation is to be located at 24123 Peachland Boulevard, Unit A-2, Port Charlotte, Florida 33983; and the name of its initial Registered Agent is **PETER KARAMANOS** whose mailing address is 24123 Peachland Boulevard, Unit A-2, Port Charlotte, Florida 33983. The mailing address of the corporation is 24123 Peachland Boulevard, Unit A-2, Port Charlotte, Florida 33983.

I hereby accept designation as Resident Registered Agent, act in this capacity, and to agree to comply with the provisions of said act relative to keeping open said office.

DATED: September 5, 1996.


PETER KARAMANOS

VII.

This corporation shall not have less than one Director initially elected, in accordance with the corporation By-Laws. The said Board of Directors may, by resolution, designate one of their number

to constitute an Executive Committee, which, to the extent provided in such resolution, or in the By-Laws of the corporation, shall have any may exercise the powers of the Board of Directors.

The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

VIII.

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

IX.

The names and addresses of the first Board of Directors of this Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
PETER KARAMANOS	24123 Peachland Boulevard, Unit A-2 Port Charlotte, Florida 33983
GEORGIA KARAMANOS	24123 Peachland Boulevard, Unit A-2 Port Charlotte, Florida 33983

The Board of Directors shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified.

X.

The first President of the corporation shall be **PETER KARAMANOS**, and the first Secretary/Treasurer shall be **GEORGIA KARAMANOS**. Said officers shall, likewise, hold office for the first year of existence of the corporation, or until his successor is elected and has qualified.

XI.

The names and post office addresses of the subscribers hereto, the number of share of stock

each agrees to take, and the amount to be paid therefore, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>	<u>AMOUNT SUBSCRIBED</u>
PETER KARAMANOS and GEORGIA KARAMANOS, Husband & Wife	24123 Peachland Blvd Unit A-2 Port Charlotte, FL 33983	100	\$1,000.00

The aggregate value of such shares shall not be less than the paid sum of One Thousand Dollars of capital, within which the corporation shall begin business.

XII.

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

XIII.

All corporate powers shall be vested by or under the authority of, and the business affairs of this corporation, shall be managed under the direction of the shareholders of this corporation.

XIV.

Directors of this corporation need not be residents of the State of Florida.

XV.

This corporation may also qualify under the provisions of Section 1244 of the Internal Revenue Code, which section permits ordinary loss treatment, when either the holder of Section 1244, stock sells or exchanges such stock at a loss, or when such stock becomes worthless.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 5th day of
September, 1996.

[Signature]
Witness #1 (as to both)

[Signature]
PETER KARAMANOS

[Signature]
Witness #2 (as to both)

[Signature]
GEORGIA KARAMANOS

FILED
SECRETARY OF STATE
CLERK OF RECORDS
96 SEP 19 PM 11:32

STATE OF FLORIDA

COUNTY OF CHARLOTTE

SWORN TO, subscribed and acknowledged before me this 5th day of September, 1996,
by PETER KARAMANOS and GEORGIA KARAMANOS, who are personally known to me,
or who have produced Florida ID as identification.

My commission expires:

[Signature]
JOHN S. DZURAK, Notary Public,
State of Florida at Large

