

P96000087396

TRANSMITTAL LETTER

96 OCT 21 PM 1:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SUBJECT: THETA Technologies, Inc.
(Proposed corporate name - must include suffix)

700001982417--9
-10/22/96--01047--016
****131.25 ****131.25

Enclosed is an original and one (1) copy of the articles of incorporation and a check
for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☒ \$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM:

Kenneth V. Bell, Jr.

Name (printed or typed)

479 Charlotta Ave, SE

Address

Palm Bay, FL 32909

City, State & Zip

(407) 723-0857

Daytime Telephone number

BH 10/23/96

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

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The undersigned incorporator, for the purpose of forming a corporation under the Business Corporation Act, hereby adopts the following Articles of Incorporation.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be: THETA Technologies, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

479 Charlotta Ave., SE
Palm Bay, Florida 32909

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: one thousand (1000) shares of common stock, of the par value of one dollar (\$1.00) per share.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Kenneth V. Bell, Jr.
479 Charlotta Ave., SE
Palm Bay, FL 32909

ARTICLE VI

Elections of directors need not be by ballot unless the bylaws of the corporation so provide.

ARTICLE VII

The original bylaws of the corporation shall be adopted in any manner provided by law. Thereafter, the bylaws of the corporation may from time to time be altered, amended or repealed, or new bylaws may be adopted, in any of the following ways: (I) by the

holders of a majority of the outstanding shares of stock of the corporation entitled to vote or (ii) by a majority of the full board of directors, and any change so made by the stockholders may thereafter be further changed by a majority of the directors; provided, however, that the power of the board of directors to alter, amend or repeal bylaws, or to adopt new bylaws, may be denied as to any bylaws or portion thereof by the stockholders if at the time of enactment the stockholders shall so expressly provide.

ARTICLE VIII

The corporation may agree to the terms and conditions upon which any director, officer, employee or agent accepts his office or position and in its bylaws, by contract or in any other manner may agree to indemnify and protect any director, officer, employee or agent of the corporation, or any person who serves at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprises, to the extent permitted by the laws of the State of Florida.

ARTICLE IX

Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them or between this corporation and its stockholders or any class of them, any court of competent jurisdiction within the State of Florida, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of the laws of the State of Florida or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of the laws of the State of Florida, may order a meeting of the creditors or class of creditors, or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as consequence of such compromise or arrangement and said reorganization, if sanctioned by the court to which said application has been made shall be binding on all the creditors or class of creditors, or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

ARTICLE X

Except as may be otherwise provided by statute, the corporation shall be entitled to treat the registered holder of any shares of the corporation as the owner of such shares and of all rights derived from such shares for all purposes, and the corporation shall not be obligated to recognize any equitable or other claim to or interest in such shares or rights on the part of any other person, including, but without limiting the generality of the term "person", a purchaser, pledgee, assignee or transferee of such shares or rights, unless and

until such person becomes the registered holder of such shares. The foregoing shall apply whether or not the corporation shall have either actual or constructive notice of the interest of such person.

ARTICLE XI

The books of the corporation may be kept (subject to any provision contained in the statutes of the State of Florida) outside the State of Florida at such place or places as may be designated from time to time by the board of directors or in the bylaws of the corporation.

ARTICLE XII

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

The undersigned incorporator has executed these Articles of Incorporation this 16th Day of October, 1996.


Signature

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: THETA Technologies, Inc.
2. The name and address of the registered agent and office is:

Kenneth V. Bell, Jr.

(NAME)

479 Charlotta Ave., SE

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Palm Bay, FL 32909

(CITY/STATE/ZIP)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Kenneth V. Bell Jr.

(SIGNATURE)

16 October 1986

(DATE)