

P96000094674
Peterson & Peterson
ATTORNEYS AND COUNSELORS AT LAW



CARL H. PETERSON, III
JOYCE COURTNEY-PETERSON

November-13, 1996

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV 15 PM 4:21

2900 LAKE WASHINGTON RD.
SUITE 1
MELBOURNE, FLORIDA 32935-3465
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SECRETARY OF STATE
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

SENT BY OVERNIGHT DELIVERY

000002006510--8
-11/15/96--01107--007
****122.50 ****122.50

RE: FORMATION OF TOMASSO & COP, INC.

Dear Sir or Madam:

I enclose herein my check made payable to you in the amount of \$122.50 for payment of the following:

1. Filing Fee
2. Certified Copy of the Articles of Incorporation
3. Registered Agent Fee

I also enclose the ARTICLES OF INCORPORATION OF TOMASSO & COP, INC., a corporation for profit.

Should you need any further information or any additional fees, please call me collect. If all is in order, please form the Corporation and return a certified copy of the Articles and a Certificate of Incorporation to my office at your earliest convenience.

Thank you for your prompt attention to this matter.

VERY TRULY YOURS,
PETERSON & PETERSON

Joyce Courtney Peterson
JOYCE COURTNEY-PETERSON

JCP/mc
Encl. as indicated

D. BROWN NOV 19 1996

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV 15 PM 4:21

ARTICLES OF INCORPORATION
OF
TOMASSO & COP, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

TOMASSO & COP, INC.

The principal place of business of this corporation shall be:

2263 W. New Haven Avenue, Suite 379, West Melbourne, Florida
32904

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 2263 W. New Haven Avenue, Suite 379, West Melbourne, Florida 32904, and the initial registered agent of the

Corporation is VICTOR PAUL TOMASSO.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

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 or her pro rata share thereof at the price at which it is offered to others.

ARTICLE VII. SPECIAL PROVISION

It is the intent of the incorporator that this corporation will qualify under The Internal Revenue Code as a Subchapter S Corporation and will seek the assistance of an Accountant to apply for and obtain all necessary documentation to that effect to qualify for all benefits available to said corporation and to meet with minimum requirements necessary to obtain the same.

ARTICLE VIII. DIRECTORS

This corporation shall have two directors, initially. The name and street address of the initial members of the Board of Directors are: VICTOR PAUL TOMASSO, 458 N. Wickham Road, #175, Melbourne, FL 32935, and RICHARD J. COP at 458 N. Wickham Road, #175, Melbourne, FL 32935.

ARTICLE IX. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed

are: VICTOR PAUL TOMASSO: PRESIDENT/VICE PRESIDENT
SECRETARY/TREASURER

458 N. Wickham Road, #175, Melbourne, FL 32935

ARTICLE X. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:

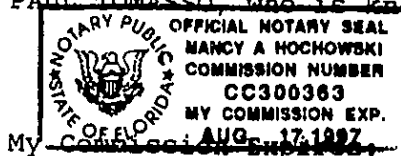
VICTOR PAUL TOMASSO, 458 N. Wickham Road, #175, Melbourne, FL 32935.


IN WITNESS WHEREOF, the undersigned has hereto set his hand and seal on this 14th day of November, 1996, in the County of BREVARD, State of FLORIDA.


SUBSCRIBER

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 14th day of November, 1996, in the County and State aforesaid by VICTOR PAUL TOMASSO, who is known to me.




NOTARY PUBLIC, State of Florida

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.


SIGNATURE: REGISTERED AGENT

DATE: 11/14/96

FILED
STATE
SECRETARY OF
DIVISION OF
CORPORATIONS
96 NOV 15 PM 4:22

P96000094674

PETERSON & PETERSON

ATTORNEYS AND COUNSELORS AT LAW

CARL H. PETERSON, III
JOYCE COURTNEY-PETERSON

July 15, 1997

2900 Lake Washington Rd.
Suite 1
Melbourne, FL 32935
(407) 259-1601
Fax (407) 259-6225

FLORIDA DEPARTMENT OF STATE
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: TOMASSO & COP, INC.
ARTICLES OF AMENDMENT
CHANGE IN REGISTERED AGENT

600002243816--6
-07/22/97--01069--024
*****35.00 *****35.00

Dear Sir or Madam:

Please find enclosed herein for filing Articles of Amendment on the above-referenced Corporation including a change in registered Agent.

My client's fee of \$35.00 is enclosed.

VERY TRULY YOURS,
PETERSON & PETERSON

Joyce Courtney Peterson
JOYCE COURTNEY PETERSON

JCP/nh
Enc. as indicated.
cc: VIC TOMASSO

FILED
97 JUL 22 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JCP
7/24

Amend

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
TOMASSO & COP, INC.

97 FILED
JUL 22 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its Articles of Incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended added or deleted)

ARTICLE III

There have been no shares of stock issued and this fact is verified herein.

ARTICLE IV

The registered agent shall be amended to be RICHARD J. COP and the registered office of the corporation shall be: 2263 West New Haven Avenue, Suite 379, West Melbourne, FL 32904, effective immediately.

ARTICLE VIII

There shall be one (1) Director. The name and street address of the Director on the Board of Directors is RICHARD J. COP at 2263 West New Haven Avenue, Suite 379, West Melbourne, FL 32904, effective immediately.

ARTICLE IV

The officers of the corporation shall be RICHARD J. COP, President, Vice President, Secretary and Treasurer, who shall immediately hold office as such until a successor is elected or appointed, effective immediately. The address of RICHARD J. COP is 2263 West New Haven Avenue, Suite 379, West Melbourne, FL 32904.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

There have been no shares issued and all subsequent issuance of shares will be issued by the Board.

THIRD: The date of each amendment's adoption: July 14, 1997.

FOURTH: Adoption of Amendment(s) (CHECK ONE)

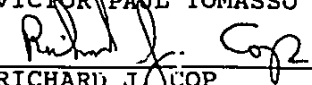
- [] The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- [] The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
voting group

- [X] The amendment(s) was/were adopted by the Board of Directors without shareholder action and shareholder action was not required.
- [] The amendment(s) was/were adopted by the incorporation without shareholder action and shareholder action was not required.

Signature 
VICTOR PAUL TOMASSO

Date 7/14/97

Signature 
RICHARD J. COP
DIRECTOR

Date 7/14/97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.


SIGNATURE: REGISTERED AGENT
RICHARD J. COP

DATE: 7/14/97