

12/20/96
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P96000102826

((H96000017881 9))

TO: DIVISION OF CORPORATIONS
(904) 922-4001

FAX #:

FROM: BLALOCK, LANDERS, WALTERS AND VOGLER, P.A.
076666003611

ACCT#:

CONTACT: JOHN WICKMAN
PHONE: (941) 748-0100
(941) 745-2093

FAX #:

INTERNATIONAL,
NAME: ECOGROUP ~~OF~~ FLORIDA, INC.
AUDIT NUMBER.....H96000017881
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..0 PAGES..... 2
CERT. COPIES.....0 DEL.METHOD.. FAX
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JOHN E. WICKMAN
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802 1ST STREET WEST
BRADENTON, FLORIDA 34203
TELEPHONE
(941) 748-0100
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(941) 745-2093

G. STUART LANDRAU
(1992-1994)

PLEASE REPLY TO:
PORT OFFICE BOX 469
BRADENTON, FLORIDA 34206

FACSIMILE COVER PAGE

DATE: December 23, 1996

TO: FLORIDA DEPARTMENT OF STATE, DIVISION OF CORPORATIONS

FIRM:

FAX #: (904) 922-4001

FROM: JOHN E. WICKMAN, ESQ.
Our File No. 23479.001

RE: FAX AUDIT NUMBER: H96000017881 - Articles of Incorporation ECOGROUP
INTERNATIONAL, INC.

NUMBER OF PAGES (Including cover sheet): 4

MESSAGE:

PLEASE NOTE THAT THIS CORPORATION WAS ENTERED ON THE COMPUTER ON FRIDAY
UNDER THE NAME "ECOGROUP OF FLORIDA, INC." WHICH WE UNDERSTAND IS
UNAVAILABLE. ACCORDINGLY, THE ARTICLES AND THE FAX COVER PAGE HAVE BEEN
CHANGED TO "ECOGROUP INTERNATIONAL, INC."

ORIGINAL TO FOLLOW: ☐ YES ☒ NO VIA: ☐ U.S. MAIL ☐ OVERNIGHT MAIL

IF YOU DO NOT RECEIVE ALL THE PAGES, PLEASE CALL (941) 748-0100.

CONFIDENTIALITY NOTE

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Fax Audit Number: H96 000017881

**ARTICLES OF INCORPORATION
OF
ECOGROUP INTERNATIONAL, INC.**

The undersigned Incorporator subscribing to these Articles of Incorporation, being competent to contract, hereby forms a Corporation under the Laws of the State of Florida.

ARTICLE I

The name of this Corporation shall be: ECOGROUP INTERNATIONAL, INC., and its initial mailing address shall be: P.O. Box 792, Golf Course Road, Parrish, FL 34219. The initial address of the Corporation's principal office shall be: 13620 Golf Course Road, Parrish, FL 34219.

ARTICLE II

The purpose of this Corporation is to engage in any and all business not prohibited by the Laws of the State of Florida.

This Corporation shall have all powers given corporations under the Laws of the State of Florida.

ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time shall be one hundred (100) shares of Class "A" common stock having a par value of One Dollar (\$1.00), and nine hundred (900) shares of Class "B" common stock having a par value of One Dollar (\$1.00).

ARTICLE IV

This Corporation is to exist perpetually.

ARTICLE V

The name of the initial Registered Agent is Clifford L. Walters, and the street address of the initial registered office of this Corporation is 802 11th Street West, Bradenton, FL 34205.

The Board of Directors may from time to time move the registered office to any other address in Florida.

Prepared by:
John E. Wickman, Esq.
Blalock, Landers, Walters & Vogler, P.A.
802 11th Street West, Bradenton, FL 34205
(941) 748-0100
Fla. Bar Number 0046884

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1 Fax Audit Number: H96 000017881

Fax Audit Number: 496 0000 17881

ARTICLE VI

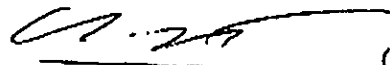
The name and address of each Incorporator of this Corporation is: Clifford L. Walters, 802 11th Street West, Bradenton, FL 34205.

ARTICLE VII

These Articles of Incorporation may be altered, amended or repealed in whole or in part by an eighty percent (80%) vote of all shareholders of Class "A" shares entitled to vote at any regular or Special meeting called for that purpose provided that fourteen (14) days advance written notice is provided to each such shareholder setting forth the alteration or amendment of substance thereof. The alteration, repeal or amendment of any Article shall be first adopted by Board resolution setting forth the proposed amendment, alteration or repeal of these Articles which resolution the Directors shall submit to a vote at a meeting of the shareholders of Class "A" shares as set forth herein. The amended Articles shall become effective upon filing of all fees and approval by the Secretary of State of Florida and shall then be a part of these Articles of Incorporation. A certificate of amendment executed by any two (2) officers of the corporation other than the treasurer and acknowledged by one of them setting forth the name of the corporation, the amendment and the date of its adoption shall be sufficient to evidence the adoption of the amendment and shall be forwarded to the Secretary of State for filing.

ARTICLE VIII

Pursuant to the provisions of Chapter 607, Florida Statutes, this Corporation shall begin in existence upon filing of these Articles of Incorporation with the Secretary of State.



Clifford L. Walters, Incorporator (SEAL)

I hereby accept designation as Registered Agent of the above-named corporation, and I am familiar with and accept the obligations of the position.



Clifford L. Walters, Registered Agent

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((H97000002050 7))

TO: DIVISION OF CORPORATIONS
(904) 922-4000

FAX #:

FROM: BLALOCK, LANDERS, WALTERS AND VOGLER, P.A.
076666003611

ACCT#:

CONTACT: JOHN WICKMAN

PHONE: (941) 748-0100

FAX #:

(941) 745-2093

NAME: ECOGROUP INTERNATIONAL, INC.

AUDIT NUMBER.....H97000002050

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 1

CERT. COPIES.....0

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 4, 1997

ECOGROUP INTERNATIONAL, INC.
POST OFFICE BOX 792
PARRISH, FL 34219

SUBJECT: ECOGROUP INTERNATIONAL, INC.
REF: P96000102826

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H97000002050
Letter Number: 797A00005857

**ARTICLES OF AMENDMENT
OF
ECOGROUP INTERNATIONAL, INC.**

1. Pursuant to Florida Statutes Sections 607.1003 and 607.1006 and Article VII of the Articles of Incorporation of ECOGROUP INTERNATIONAL, INC. (hereinafter the "Corporation"),

(a) Article I of the Articles of Incorporation of the Corporation is amended to read as follows:

The name of this Corporation shall be: ECOGROUP INTERNATIONAL CORPORATION, and its initial mailing address shall be: P.O. Box 792, Golf Course Road, Parrish, FL 34219. The initial address of the Corporation's principal office shall be: 13620 Golf Course Road, Parrish, FL 34219.

and,

(b) Article III of the Articles of Incorporation of the Corporation is amended to read as follows:

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time shall be one hundred (100) shares of Class "A" common stock having a par value of One Dollar (\$1.00), and nine hundred (900) shares of Class "B" common stock having a par value of One Dollar (\$1.00). Class "A" shares shall have unlimited voting rights. Class "B" shares shall have no voting rights except as otherwise required by the Florida Business Corporation Act as amended from time to time.

2. The foregoing amendments were adopted on ^{February} ~~January~~ 3, 1997, by written unanimous consent of all of the Directors and Shareholders entitled to vote on the amendment, in accordance with Florida Statutes Sections 607.0704 and 607.0821, which unanimous consent was sufficient for approval by all voting groups entitled to vote on the amendment.

3. The amendment does not provide for an exchange, reclassification, or cancellation of stock.

4. The Secretary of State is hereby requested to approve and file these Articles of Amendment in accordance with Chapter 607, Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment on ^{February} ~~January~~ 3, 1997.

ECOGROUP INTERNATIONAL, INC., a Florida corporation

By: Otto M. Bundy -
Otto M. Bundy, President

Attest:

Michael M. Bundy
Michael M. Bundy, Vice President

Prepared By:
John E. Wickman, Esq.
Blalock, Landers, Walters & Vogles, P.A.
802 11th Street West, Bradenton, FL 34205
(941) 748-0100
Florida Bar No. 0046884

jwick:11AWORKWFWTNS123479001.006

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