

# CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME \_\_\_\_\_

FIRM \_\_\_\_\_

ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

REQUEST TAKEN CONFIRMED APPROVED

DATE 1/23/97

TIME 11:00

BY CD/PR

WALK-IN  
Will Pick Up \_\_\_\_\_

RE: D.W. Phoenix, Inc.

	C.C. FEE.	DISBURSED
Capital Express™		
✓ Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
✓ ( ) Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ( )		
Top Priority		
Express Mail Prep.		
FAX ( ) pgs.		

## SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 18% per Annum.

THANK YOU  
from  
Your Capital Connection

**ARTICLES OF INCORPORATION  
OF  
D.W. PHOENIX, INC.**

FILED  
97 JAN 23 PM 3:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

**NAME:** The name of this corporation is: D.W. PHOENIX, INC.

**ARTICLE II**

**DURATION:** This corporation shall have perpetual existence.

**ARTICLE III**

**PURPOSE:** This corporation is organized for the following purposes: to own and operate a maintenance contractor service, to acquire, own, hold, manage, mortgage, improve, lease, sell, exchange, transfer and otherwise deal with real and personal property wherever situate, and to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV**

**CAPITAL STOCK:** This corporation is authorized to issue 1,000 shares of capital stock which shall be designated "Common Shares" and all of which shall have the same rights and privileges.

Each share of capital stock shall entitle the holder thereof one vote at any stockholders' meeting and otherwise to participate in all meetings and in the assets of the corporation, and such shares shall be fully paid and non-assessable. They shall be

issued for such consideration as may be determined by the Board of Directors. They may be paid for in lawful money of the United States of America, or in property, labor or services. In the absence of fraud, the judgment of the Directors as to the value of property or services received in consideration for the issuance of said stock shall be conclusive and binding upon all persons whomsoever.

#### **ARTICLE V**

**PREEMPTIVE RIGHTS:** Upon the sale for cash of any new stock of the corporation of the same kind, class or series as that which he or she already holds, each and every shareholder shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Written notice of intention to issue non-issued capital stock or new stock shall be given by the corporation to all Stockholders and the Stockholders shall notify the corporation of their intention to subscribe within thirty (30) days after such notice.

#### **ARTICLE VI**

**INITIAL REGISTERED OFFICE AND AGENT:** The street address of the initial registered office of the corporation is: 3416 Lightner Dr., Tampa, Florida 33629 and the name of the initial registered agent of the corporation at that address is Dawnelle Sokalski.

#### **ARTICLE VII**

**PRINCIPAL PLACE OF BUSINESS:** The initial principal office of the corporation is located at 3416 Lightner Dr., Tampa, Florida 33629. The Board of Directors may from time to time move the principal office to any other address in Florida and the corporation may have their offices, agencies and branches at such places as may be determined by the Board of Directors.

Meetings of the Stockholders and Directors of the corporation may be held at places within or without the State of Florida, and other than at the principal office of the corporation, and the place or places for the holding of such meetings may be specified in any By-Laws or by the Board of Directors.

#### **ARTICLE VIII**

**INITIAL BOARD OF DIRECTORS:** The corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by any By-Laws that may be adopted by the Stockholders, but shall never be less than one (1). Vacancies on the Board of Directors may be filled at any meeting of the Stockholders or at any meeting of the Directors. Directors need not be Stockholders of the corporation. They shall hold office after their election for a period of one (1) year or until their successors are duly elected and qualified, subject to their removal by the Stockholders at any time with or without cause.

The Board of Directors shall have complete charge of the business of the corporation and shall have power to elect a

committee of the Board and to delegate to that committee, as well as to the Officers of the corporation, such powers in the conduct of the corporation's business as may be deemed advisable. The Board of Directors shall elect the Officers of the corporation who shall consist of a President, Secretary and Treasurer and such other Officers as the Board of Directors deems to be advisable and shall determine the compensation of such Officers including those who may also be Directors. None of these Officers are required to be Stockholders of the corporation. All such Officers shall have such rank, tenure of office, powers and duties as may be prescribed by the By-Laws or the Directors by appropriate resolution.

The following persons, listed with their address, shall constitute the first board of directors of the corporation:

**NAME**

**ADDRESS**

Dawnelle Sokalski

3416 Lightner Dr.  
Tampa, FL 33629

**ARTICLE IX**

**INCORPORATOR**: The name and address of the person signing these Articles of Incorporation is: Dawnelle Sokalski, 3416 Lightner Dr., Tampa, FL 33629.

**ARTICLE X**

**BYLAWS**: The power to adopt, alter, amend or repeal the bylaws shall be vested in the Board of Directors and the shareholders.

#### ARTICLE XI

**INDEMNIFICATION:** This corporation shall indemnify any officer or Director or any former officer or Director to the full extent permitted by law.

#### ARTICLE XII

**DEALINGS BY INTERESTED PARTIES:** No contract or other transaction between this corporation and any other corporation shall be affected or invalidated by the fact that any one (1) or more of the Stockholders, Directors or Officers of this corporation is or are interested in, or is or are a Stockholder, Director or Officer of such other corporation, and no contract or other transaction between this corporation and any other person, entity or firm shall be affected or invalidated by the fact that any one (1) or more Stockholders, Directors or Officers of this corporation is a party to, or are parties to, or are interested in such contract or transaction provided that in each such case all Stockholders and members of the Board of Directors of this corporation are aware of the nature and extent of such interest in and to the other corporation, entity, firm or person.

#### ARTICLE XIII

**AMENDMENT:** This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 18 day of Jan, 1997.

[Signature]  
Witness  
[Signature]  
Witness

Dawnelle Sokalski  
Dawnelle Sokalski, Subscriber

STATE OF NEW JERSEY  
COUNTY OF BERGEN

The foregoing instrument was acknowledged before me by Dawnelle Sokalski, who is personally known to me or ☒ who produced PASSPORT, DRIVERS LIC. as identification on this 18 day of JANUARY, 1997.

R. Elaine Wittenburg  
Notary Public, State of New Jersey  
Name:

My Commission: R. ELAINE WITTENBURG  
NOTARY PUBLIC OF NEW JERSEY  
MY COMMISSION EXPIRES 10/23/2001

FILED  
97 JAN 23 PM 3:38  
SECRETARY OF STATE  
TAMPA, FLORIDA

**CERTIFICATE  
DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes,  
following is submitted in compliance with said Act:

That D.W. PHOENIX, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of Tampa, County of Hillsborough, State of Florida, has named Dawnelle Sokalski, located at 3416 Lightner Dr., City of Tampa, County of Hillsborough, State of Florida, zip code 33629, as its agent to accept service of process within this State.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
Dawnelle Sokalski  
Registered Agent