

P97000010684

**DANIEL O. WHITE**  
ATTORNEY AT LAW

Daniel O. White, P.A. • 801 North Magnolia Avenue • Suite 317 • Orlando, Florida 32803

Telephone: (407) 841-9071

Fax: (407) 425-1684

January 24, 1997

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

400002073554--0  
-01/30/97-01036-014  
\*\*\*122.50 \*\*\*122.50

RE: Tubbs Venture Company  
DOW File No. 96-3112

Dear Clerk:

Enclosed, with regard to the above styled corporation, are the following items:

1. The original and one copy of the Articles of Incorporation;
2. My check No. 3444 for \$122.50 for the fees incurred, including \$35 for the filing fee, \$35 for designation of the registered agent, and \$52.50 for a certified copy; and
3. A return, postage-paid envelope.

Please process the articles at your earliest opportunity and return a certified copy of them to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to call me.

Sincerely yours,

*Daniel O. White*  
DANIEL O. WHITE

FILED  
JAN 30 AM 10:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2-3-97  
1/4

**ARTICLES OF INCORPORATION**

**OF**

**TUBBS VENTURE COMPANY**

**FILED**  
97 JAN 30 AM 10:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name and Address. The name and address of the Corporation is: TUBBS VENTURE COMPANY, 94 East Mitchell Hammock Road, Oviedo, Florida 32765.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

- a. to engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way;
- b. to do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 10,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5. Initial Registered Office and Agent. The street address of the initial registered office of the Corporation is 94 East Mitchell Hammock Road, Oviedo, Florida 32765 and the name of its initial Registered Agent at that address is Thomas R. Thomas.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is 1. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The name and address of each initial Director of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Thomas R. Thomas	94 East Mitchell Hammock Road, Oviedo, Florida 32765

Article 7. Incorporators. The name and address of each Incorporator is as follows:

THOMAS R. THOMAS, 94 East Mitchell Hammock Road, Oviedo,  
Florida 32765.

Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 9. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 10. Stock Transfer Restrictions. Shares of capital stock of the Corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors:


<u>Shareholder</u>	<u>Number of Shares</u>
TUBBS ENTERPRISES, INC. 1802 North Laurel Oak Drive Rockledge, Florida 32955	100

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.

Article 11. Bylaws. The power to adopt, alter, amend, and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments, and repeals of the Bylaws must be approved by a majority of the Shareholders.

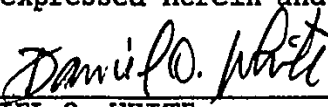
Article 12. Commencement of Corporate Existence. In accordance with Fla. Stat. § 607.0203, the date when corporate existence shall commence is the date of subscription and acknowledgement of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 23rd day of ~~December~~<sup>January</sup>, 1996.

  
Thomas R. Thomas, Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing Articles of Incorporation was sworn to and subscribed before me, the undersigned Notary Public, on this the 23rd day of January, 1997, by THOMAS R. THOMAS, the Incorporator of TUBBS VENUTRE COMPANY, a Florida corporation, on behalf of the corporation. He did personally appeared before me and who presented his Florida Driver's License Number: T 520 836 49 0520 as identification and who acknowledged before me that he executed the foregoing freely and voluntarily for the purposes expressed herein and ( ) did (X) did not take an oath.

  
\_\_\_\_\_  
DANIEL O. WHITE  
NOTARY PUBLIC, State of Florida At Large  
My Commission Expires: June 6, 1999  
My Commission Number: CC469587

**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

**FILED**  
97 JAN 30 AM 10:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. The name of the corporation is: Tubbs Venture Company  
94 East Mitchell Hammock Road  
Oviedo Florida 32765

2. The name and address of the registered agent and office is:

Thomas R. Thomas  
(NAME)  
94 East Mitchell Hammond Road  
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)  
Oviedo Florida 32765  
(CITY/STATE/ZIP)

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.

  
(SIGNATURE)  
Thomas R. Thomas

1-23-97  
(DATE)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314