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400 CLEVELAND STREET  
P.O. BOX 1669 (ZIP 34617)  
CLEARWATER, FLORIDA 34615  
(813) 441-8966 FAX (813) 442-8470

IN REPLY REFER TO

February 3, 1997

Clearwater

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

800002083128--7  
-02/11/97--01023--009  
\*\*\*\*122.50 \*\*\*\*122.50

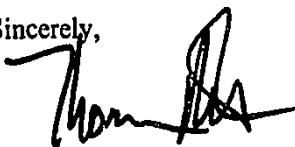
Re: DiMarco Management and Consulting, Inc.

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for the above-referenced corporation along with a check in the amount of \$122.50 for the filing fees. Please proceed to process these Articles as soon as possible and notify my office of the assigned document number.

Thank you for your cooperation and assistance. If you have questions upon receipt of this letter, please call my office immediately.

Sincerely,



Thomas C. Nash, II

TCN/skb

Enclosure

cc: Client

FILED  
97 FEB 10 AM 11:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FEB 13 1997

B5B

**ARTICLES OF INCORPORATION**  
**OF**  
**DIMARCO MANAGEMENT AND CONSULTING, INC.**

**FILED**

97 FEB 10 AM 11:23

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

**Name and Address**

The name of this corporation is DIMARCO MANAGEMENT AND CONSULTING, INC., whose place of business is located at 600 Cleveland Street, Suite 600 Clearwater, FL 34615.

**ARTICLE II**

**Duration**

The term of existence of this corporation shall be perpetual.

**ARTICLE III**

**Purpose**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV**

**Capital Stock**

This corporation is authorized to issue Five Thousand (5,000) shares at One Dollar(s) (\$1.00) par value common stock, which shall be designated "common shares". The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of the corporation may be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986.

All voting powers of this corporation shall be vested in the common stock above designated.

## ARTICLE V

### Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 400 Cleveland Street, 8th Floor, Clearwater, FL 34615 and the name of the initial registered agent of this corporation at that address is THOMAS C. NASH, II.

## ARTICLE VI

### Initial Board of Directors and Officers

This corporation shall have two (2) directors and two (2) officer(s) initially. The number of directors and/or officers may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and addresses of the initial directors and officers of this corporation are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Anthony DiMarco	600 Cleveland Street, Suite 600 Clearwater, FL 34615	Director/President
Catherine Benson	600 Cleveland Street, Suite 600 Clearwater, FL 34615	Director/Secretary

## ARTICLE VII

### Incorporators

The name and address of the person(s) signing these Articles is:

Name

Address

Thomas C. Nash, II      400 Cleveland Street, 8th Floor  
Clearwater, FL 34616

ARTICLE VIII

Bylaws

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

ARTICLE IX

Shareholder Quorum and Voting

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE X

Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, and, in addition to and not in limitation thereof, this corporation shall have the power to guarantee the performances of obligations of other persons, partnerships, corporations, or other entities.

## ARTICLE XI

### Indemnification


The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

## ARTICLE XII

### Amendment

This corporation reserves the right to amend or repeal any provision 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 Incorporator has executed these Articles of Incorporation this 5th day of February, 1997.

  
\_\_\_\_\_  
Incorporator THOMAS C. NASH, II

STATE OF FLORIDA  
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, THOMAS C. NASH, II, to me personally known or who has produced \_\_\_\_\_ as identification, and known to me to be the individual described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, said County and State, this 5th day of February, 1997.

SHARON K. BROWN  
Notary Public, State of Florida  
My Comm. Expires April 13, 1998  
No. CC364323 Reliance

Sharon K. Brown  
Notary Public  
Print Name: SHARON K. BROWN  
My Commission Expires:

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

ACKNOWLEDGMENT:

Having been named to accept service for process for DIMARCO MANAGEMENT AND CONSULTING, INC. at the place designated in this Certificate, I hereby accept and agree to act in said capacity and agree to comply with the provisions of the Florida Corporation Act relative to keeping open said office.

Thomas C. Nash, II  
THOMAS C. NASH, II

FILED  
91 FEB 10 AM 11:24  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE