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ACCOUNT NO. : 072100000032

REFERENCE : 283731 8796A

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : March 6, 1997

ORDER TIME : 10:24 AM

ORDER NO. : 283731-005

EFFECTIVE DATE

4000002100204

CUSTOMER NO: 8796A

3-3-97

CUSTOMER: Ms. Lisa McDonald  
SCHIFINO & FLEISCHER

One Tampa City Center, #2700  
201 North Franklin Street  
Tampa, FL 33602

FILED  
97 MAR -6 AM 19:50  
TALLAHASSEE, FL 32304

DOMESTIC FILING

NAME: MARIANNE EDMONDS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: \_\_\_\_\_

97 MAR -6 AM 19:39

K.R. MAR - 7 1997

ARTICLES OF INCORPORATION  
OF  
MARIANNE EDMONDS, INC.

EFFECTIVE DATE  
3.3.97

FILED  
97 MAR -6 AM 9:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

MARIANNE EDMONDS, INC.

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

475 Central Avenue, Suite M-3, St. Petersburg, FL 33701

ARTICLE III

Business and Purposes

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

## ARTICLE IV

### Capital Stock

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 7,500 shares of common stock without par value. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

(c) No holder of stock of this corporation of any class shall have any preemptive or preferential right to subscribe to, purchase or receive any shares of any class of stock of this corporation, whether now or hereafter authorized, or any notes, debentures, bonds, or other securities convertible into, or carrying options or warrants to purchase, shares of any class of stock of this corporation issued or sold or proposed to be issued or sold, or with respect to which options or warrants shall be granted; but all such shares of stock of any class, or notes, debentures, bonds or other securities convertible into, or carrying options or warrants to purchase, shares of any class, may be issued and disposed of or sold by the Board of Directors on such terms and for such consideration, so far as may be permitted by law, and to such person or persons (who are qualified to be stockholders as provided in paragraph (d) of this Article) as the Board of Directors may determine.

## ARTICLE V

### Existence of Corporation

In accordance with Section 607.0203, Florida Statutes, the existence of this corporation shall commence on March 3, 1997, if these Articles are filed by the Department of State within five (5) business days after such date. If filed after such five (5) business days, the existence of this corporation shall commence upon the filing of these Articles by the Department of State. In either event, the existence of this corporation thereafter shall be perpetual.

## ARTICLE VI

### Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 475 Central Avenue, Suite M-3, St. Petersburg, FL 33701, and the initial registered agent of this corporation at such office shall be Marianne F. Edmonds. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

## ARTICLE VII

### Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

## ARTICLE VIII

### Initial Board of Directors

The initial Board of Directors of this corporation shall consist of one member, such member to hold office until her successor has been duly elected and qualified. The name and street address of the initial director are:

#### Name

#### Address

Marianne F. Edmonds

475 Central Avenue, Suite M-3,  
St. Petersburg, FL 33701

## ARTICLE IX

### Incorporator

The name and street address of the incorporator making these Articles of Incorporation is:

#### Name

#### Address

Marianne F. Edmonds

475 Central Avenue, Suite M-3,  
St. Petersburg, FL 33701

## ARTICLE X

### By-Laws

(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any by-law made by them that such by-law shall not be altered, amended or repealed by the Board of Directors.

(b) The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

## ARTICLE XI

### Amendment of Articles of Incorporation

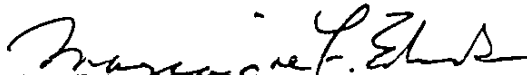
This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

## ARTICLE XII

### Affiliated Transactions

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.

  
Marianne F. Edmonds, Incorporator

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 5th day of March, 1997, by Marianne Edmonds, the Incorporator.

Such person ☒ is personally known to me; ☐ produced a current Florida driver's license as identification; ☐ produced \_\_\_\_\_ as identification.

Signature of Notary

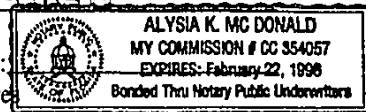
Alysia K. McDonald

Name of Notary (Typed, Printed or Stamped)

Alysia K. McDonald

Commission Number  
(if not legible on seal):

My Commission Expires  
(if not legible on seal):

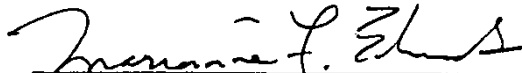


**MARIANNE EDMONDS, INC.**

**ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

The undersigned, Marianne F. Edmonds, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 3rd day of March, 1997.

  
Marianne F. Edmonds

FILED  
97 MAR -6 AM 9:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA