

P97 0000 29957

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

600002119246--7
-03/20/97--01076--012
*****78.75 *****78.75

SUBJECT: TRANSFORMERS, INC.
(Proposed corporate name - must include suffix)

FILED
97 MAR 31 PM 2:49
TALLAHASSEE, FLORIDA

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM:

KURK L. MALWIN
Name (printed or typed)

581 E. BAFFIN DRIVE
Address

VENICE, FL 34293
City, State & Zip

(941) 497-7670
Daytime Telephone number

W47

504

APR 2 1997
397-15425

NOTE: Please provide the original and one copy of the articles.



THE COMPANY CORPORATION

1313 N. Market Street • Wilmington, Delaware 19801-1151 • Telephone: (302) 575-0440 • Fax: (302) 575-1346

March 6, 1997

Mr. **Kurk Malwin**
581 E. Bassin Drive
Venice FL 34293

Via Facsimile (941) 492-6327

RE: **NAME RESERVATION**

Dear Mr. Malwin

Per our recent conversation, enclosed you will find your name reservation certificate.

This name reservation certificate is valid for 120 days.

Should you have further questions, regarding this information, please feel free to contact our office at 1(800) 542-2677, ext. 7003.

Thank you for the opportunity to serve you.

Sincerely,

Leslie V. Wilson
Corporate Service Representative

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ATTN:
Kurk

NOW, I
need your
corporation
papers.

THKS

Froida
904-487-6904

Mon 3/31
DEAR DIVISION OF CORPORATIONS:

MY DOCUMENTS WERE RETURNED
DUE TO THE FACT OF MY CHOSEN
CORPORATION NAME WAS ALREADY
FILED. PLEASE NOTE THE ATTACHED
2 COPIES FROM LESLIE WHITE. ON
FEB 26TH TRANSFORMERS INC.
WAS RESERVED UNDER MY NAME
KURK L. MALWIN. THKS *Kurk Malwin*



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 26, 1997

KURK L MALWIN
581 E BAFFIN DRIVE
VENICE, FL 34293

SUBJECT: TRANSFORMERS, INCORPORATED
Ref. Number: W97000007073

We have received your document for TRANSFORMERS, INCORPORATED and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name you are requesting is unavailable, since it has been reserved by another individual. In order to use the name you must obtain their release. When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular corporate name, please call (904) 488-9000.

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) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 397A00015425



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 26, 1997

LESLIE V. WILSON
THE COMPANY CORPORATION
1313 N. MARKET ST.
WILMINGTON, DE 19801-1151

The name TRANSFORMERS, INC. has been reserved for 120 days beginning February 26, 1997. The reservation number is R9700000931 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Tammy Hampton

Letter number: 997A00009993

ARTICLES OF INCORPORATION
OF
TRANSFORMERS, INCORPORATED

ARTICLE I

The name of the corporation is Transformers, Incorporated.

ARTICLE II

Its initial registered office and principal office in the State of Florida is 581 East Baffin Drive, in the city of Venice, County of Sarasota. The name of the initial registered agent at such address is Kurk L. Malwin.

ARTICLE III

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE IV

The total number of shares of capital stock that the Corporation shall have authority to issue is 1,000, all of which are to be common stock with a par value of ten cents (\$0.10) per share.

ARTICLE V

The name and address of the incorporator is: Kurk L. Malwin, 581 East Baffin Drive, Venice, Florida 34293.

ARTICLE VI

The Corporation is to have perpetual existence.

ARTICLE VII

The private property of the stockholders shall not be subject to the payment of corporate debts.

ARTICLE VIII

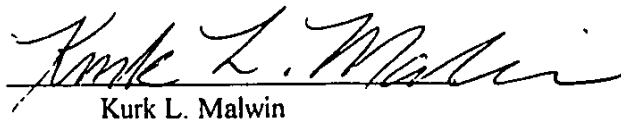
Subject to the laws of the State of Florida, the following provisions are adopted for the management of the business and for the conduct of the affairs of the Corporation, and for

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defining, limiting and regulating the powers of the Corporation, the directors and the stockholders:

- (a) The books of the Corporation may be kept outside of the State of Florida at such place or places as may from time to time be designated by the Board of Directors.
- (b) The business of the Corporation shall be managed by its Board of Directors; and the Board of Directors shall have power to exercise all the powers of the Corporation, including (but without limiting the generality thereof) the power to create mortgages upon the whole or any part of the property of the Corporation, real or personal, without any action of or by the stockholders, except as otherwise provided by statute or by the Bylaws.
- (c) A vacancy or vacancies in the Board of Directors shall be filled in the manner provided in the Bylaws. Any director or any officer elected or appointed by the stockholders or by the Board of Directors may be removed at any time, in such manner as shall be provided in the Bylaws.
- (d) The Board of Directors shall have the power to make and alter Bylaws, subject to such restrictions upon the exercise of such power as may be imposed by the stockholders in any bylaws adopted by them from time to time.
- (e) The Board of Directors shall have the power, in its discretion, to fix, determine and vary, from time to time, the amount to be retained as surplus and the amount or amounts to be set apart out of any of the funds of the corporation available for dividends as working capital or a reserve or reserves for any proper purpose, and to abolish any such reserve in the manner in which it was created.
- (f) The Corporation reserves the right to amend, alter, change, add to or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute; and all rights herein conferred are granted subject to this reservation.

I, THE UNDERSIGNED, the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, do make these Articles, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 18th day of March, 1997.


Kurk L. Malwin

State of Florida

County of Sarasota

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

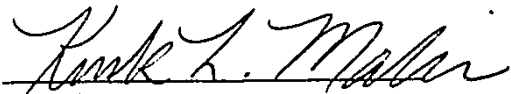
Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Transformers, Incorporated.
2. The name and address of the registered agent and office is:

Kurk L. Malwin
581 East Baffin Drive
Venice, Florida 34293

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Having been named 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 am familiar with and accept the obligations of my position as registered agent.


Signature


Date