

P97000030433

James D. Cullen, Jr.

Admitted in Florida  
and Missouri

2150 Goodlette Road, Suite 200

Naples, Florida 34102

Telephone: 941-434-8405

Facsimile: 941-643-6670

Email: JCullen@coconet.com

Business Law

Corporations

Securities

24 March 1997

Secretary of State

Division of Corporation

P.O. Box 6327

Tallahassee, Florida 32314

Re: Articles of Incorporation for  
Reliance Service Corporation

800002132168--4  
-04/03/97--01018--008  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Ladies/Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for Reliance Service Corporation along with a check in the amount of \$70.00 payable to the order of the Secretary of State of Florida.

Enclosed also find a copy of the letter issued by your office on 10 December 1996, wherein the name Reliance Service Corporation was reserved for this entity name.

Please return a file stamped copy of the Articles to me in the enclosed self addressed and stamped envelope at your earliest convenience.

Very truly yours,

*James D. Cullen, Jr.*  
James D. Cullen, Jr.

Enclosures

FILED  
97 APR -3 PM 2:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

nu 4/3/97



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

December 10, 1996

**SAM D. NORTON, ESQ.**  
**NORTON, GURLEY, HAMMERSLEY, ET AL**  
**1819 MAIN STREET, SUITE 610**  
**SARASOTA, FL 34236**

The name **RELIANCE SERVICE CORPORATION** has been reserved for 120 days beginning December 10, 1996. The reservation number is **R96000005821** 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

Tracy Smith

Letter number: 296A00055091

**ARTICLES OF INCORPORATION  
OF  
RELIANCE SERVICE CORPORATION**

**FILED**  
97 APR -3 PM 2:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the Florida Business Corporation Act, (the "Act") adopts the following Articles of Incorporation:

**Article I**

The name of this corporation is Reliance Service Corporation, (the "Corporation").

**Article II**

The address of the principal office and mailing address of this Corporation is 1290 Palm Avenue, Suite 119, Sarasota, Florida 34236.

**Article III**

This Corporation is organized for the purpose of engaging in the transaction of any and all business for which corporations may be incorporated under the provisions of the Act.

**Article IV**

This Corporation is authorized to issue Twenty Million (20,000,000) common shares and Ten Million (10,000,000) preferred

shares, all with no par value, unless otherwise determined by the Board of Directors with respect to a particular classification of shares, to be classified as follows: (i) Ten Million (10,000,000) shares of Class A Voting Common Stock; (ii) Ten Million (10,000,000) shares of Class B Non-Voting Common Stock and (iii) Ten Million (10,000,000) shares of preferred stock which the Board of Directors may designate in such amounts and series and having the power to establish such rights, preferences, terms and conditions as may be determined by the Board of Directors at the time of issuance of the preferred shares.

The Class A Voting Common Stock and the Class B Non-Voting Common Stock are together entitled to receive the net assets of this Corporation upon dissolution.

A. Except to the extent otherwise provided in the Articles of Incorporation or any statement establishing a series of shares ("Statement Establishing a Series") or required by law, each holder of outstanding Class A Voting Common Stock shall possess all rights appurtenant to the Common Stock of this Corporation, including without limitation, one vote per share on and notice with respect to all matters as to which such shareholders are entitled to vote.

B. Except to the extent otherwise provided in the Articles of Incorporation or any statement establishing a series of shares ("Statement Establishing a Series") or required by law, each holder of outstanding Class B Non-Voting Common Stock shall possess all rights appurtenant to the Common Stock of this Corporation, excluding, except as prohibited by the Act, the

right to notice and the right to vote with respect to any matters concerning this Corporation.

C. The Board of Directors shall have the power to establish such rights, preferences, terms and conditions as may be determined by the Board of Directors at the time of issuance of any common or preferred shares.

#### Article V

The street address of the initial registered office of this Corporation is 1290 Palm Avenue, Suite 119, Sarasota, Florida 34236, and the name of the initial registered agent at such address is Robert A. Newman.

#### Article VI

This Corporation shall have no less than three (3) or more than eleven (11) members of the Board of Directors. The number of directors constituting the initial Board of Directors of this Corporation shall be three (3) and the names and addresses of each person who is to serve as a member thereof is:

Robert A. Newman  
1290 Palm Avenue  
Suite 119  
Sarasota, Florida 34236

Robert Rogers  
1290 Palm Avenue  
Suite 119  
Sarasota, Florida 34236

Peter W. McTigue  
1290 Palm Avenue  
Suite 119  
Sarasota, Florida 34236

Article VII

Cumulative voting for directors shall apply to this Corporation.

Article VIII

This Corporation shall hold a special meeting of shareholders on call of its board of directors or the person or persons so authorized to do so by these Articles of Incorporation or By-Laws of this Corporation or if the holders of not less than thirty percent (30%) of all the votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date and deliver to this Corporation's Secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

Article X

In the event of a forward split of any equity of this Corporation, there shall be an immediate and proportionate increase in the number of shares this Corporation is authorized to issue and in the event of a reverse split of any equity of this Corporation, the number of shares this Corporation is

authorized to issue shall not be reduced as a result of said reverse split.

Article X

The sole incorporator of this Corporation is Robert A. Newman whose business address is 1290 Palm Avenue, Suite 119, Sarasota, Florida 34236.

IN WITNESS WHEREOF, the undersigned, being the sole incorporator hereinbefore named, for purposes of forming a corporation under the Florida Business Corporation Act, has executed these Articles of Incorporation this 24th day of March, 1997

Robert A. Newman

Robert A. Newman

Sole Incorporator

Robert A. Newman, an individual residing in Sarasota, Florida and having a business office located at 1290 Palm Avenue, Suite 119, Sarasota, Florida 34236, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the duties of the position of the Registered Agent under Section 607.0505, Florida Statutes.

Robert A. Newman

Robert A. Newman

Registered Agent

FILED  
97 APR -3 PM 2:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA