POPOLO DE MANSON, P.A. FILED 3

ATTORNEYS AT LAW

SUITE 1190 100 SOUTH ASHLEY DRIVE POST OFFICE BOX 499 TAMPA, FLORIDA 33601-0499 97 APR -8 AM 11: 18

SECRETARY OF STATE TALLAHASSEE, FLORIDA

MICHAEL R. CAREY
DOUGLAS P. MANSON
RANDALL P. MUELLER
ANDREW M. O'MALLEY
JACK R. PEPPER, JR.
DANIEL D. WHITAKER

April 7, 1997

TELEPHONE: (813) 221-8210 FACSIMILE: (813) 221-1430

Via UPS Next Day Air

Corporate Records Bureau Division of Corporations Department of State 409 East Gaines Street Tallahassee, Florida 32399

Re: Bayshore Technologies, Inc.

400002136714--5 -04/08/37--01095--014 \*\*\*\*122,50 \*\*\*\*122,50

To Whom It May Concern:

Enclosed are two originals of Articles of Incorporation for the above-named corporation. Please file one original and certify and return one original to me. A self-addressed envelope is included for your convenience.

Also enclosed is our firm check in the amount of \$122.50, to cover the following costs:

	Total	\$122.50
3.	Certified copy of Charter	_52.50
2.	Designation of Registered Agent	35.00
1.	Filing fee	\$35.00

Thank you. If you have any questions, please give me a call.

Sincerely,

CAREY, O'MALLEY, WHITAKER & MANSON, P.A.

Nancy Barnes Paralega

NRB/trh Enclosures

cc: Bayshore Technologies, Inc.

20-0249

### ARTICLES OF INCORPORATION

**OF** 

FILED 97 APR -8 AMII: 18 SECRETARI G. STATE TALLAHASSEE, FLORIDA

### BAYSHORE TECHNOLOGIES, INC.

The undersigned hereby organizes a corporation for profit under the provisions of the Florida Business Corporation Act, and pursuant to the following Articles of Incorporation.

### ARTICLE 1

Name

The name of this corporation is: BAYSHORE TECHNOLOGIES, INC.

### **ARTICLE 2**

## Mailing Address

The mailing address of this corporation is 3550 West Waters Avenue, First Floor, Tampa, Florida 33614.

### **ARTICLE 3**

#### **Shares**

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value common stock.

### **ARTICLE 4**

# Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 3550 West Waters Avenue, First Floor, Tampa 33614, and the name of the initial registered agent of this corporation at that address is Winston DuBose.

### **ARTICLE 5**

### Incorporator

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

Winston DuBose First Floor, 3550 West Waters Avenue Tampa, Florida 33614

### ARTICLE 6

### Initial Board of Directors

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

Peter Anderson Frank Mann
First Floor First Floor
3550 West Waters Avenue 3550 West W

Tampa, Florida 33614

First Floor 3550 West Waters Avenue Tampa, Florida 33614 Winston DuBose First Floor 3550 West Waters Avenue

Tampa, Florida 33614

The method of election of directors will be as stated in the Bylaws.

### **ARTICLE 7**

#### Indemnification

The corporation may enter into indemnification agreements and adopt Bylaw provisions for indemnification of any officer or director, or any former officer or director, or may provide, at the corporation's election, for indemnification of any officer or director, or any former officer or director, without agreement or Bylaw provisions to the full extent permitted by law. The corporation shall not be subject to court-ordered indemnification pursuant to Section 607.0850(9), Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this day of April, 1997.

Winston DuBose

STATE OF FLORIDA COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 7+4 day of April, 1997 by Winston DuBose who is personally known to me of who has produced as identification.

MICHAEL R. CAREY
MY COMMISSION # CC 538099
EXPIRES: March 7, 2000
Bonded Thru Hotary Public Underwittens

Name typed/printed MICHAEL TO CAREY

Notary Public, State of Florida Commission No. and Seal:

# Acceptance of Registered Agent

FILED 97 APR-8 AMII: 18

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment of 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.

Winston DuBose