

9970000 45459



ACCOUNT NO. : 072100000032

REFERENCE : 398524 151857A

AUTHORIZATION :

*Patricia Piguet*

COST LIMIT : \$ 70.00

ORDER DATE : May 20, 1997

ORDER TIME : 12:33 PM

ORDER NO. : 398524-005

CUSTOMER NO: 151857A

CUSTOMER: Dale W. Delaney, Esq  
DALE W. DELANEY, P.A.

700002185477--6

Suite C-1  
1212 Court Street  
Clearwater, FL 34616

DOMESTIC FILING

NAME: DAVIS INTERNATIONAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Todd Sterzoy

EXAMINER'S INITIALS:

FILE  
97 MAY 20 AM 8:55  
TALLAHASSEE, FLORIDA

RECEIVED  
97 MAY 20 PM 1:41  
TALLAHASSEE, FLORIDA

W97-1188/

8N MAY 21 1997



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 21, 1997

CSC NETWORKS  
1201 HAYS ST.  
TALLAHASSEE, FL 32301-2607

SUBJECT: DAVIS INTERNATIONAL, INC.  
Ref. Number: W97000011881

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for DAVIS INTERNATIONAL, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The effective date is not acceptable since it is not within five working days of the date of receipt.

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) 487-6052.

Sandy Ng  
Document Specialist

Letter Number: 397A00027421

RECEIVED  
MAY 21 1997  
DIVISION OF CORPORATIONS

EFFECTIVE DATE  
5/14/97

ARTICLES OF INCORPORATION  
OF  
DAVIS INTERNATIONAL, INC.

FILED

97 MAY 20 AM 8:55

SECRET  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I  
CORPORATE NAME

The name of the corporation is DAVIS INTERNATIONAL, INC.

ARTICLE II  
DURATION; EFFECTIVE DATE

The period of its duration is perpetual and its effective date is May 14, 1997.

ARTICLE III  
PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV  
CAPITAL STOCK

The corporation is authorized to issue one thousand (1000) shares, all of one class, at \$0.01 par value.

ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and office of the corporation are as follows:

LUKE E. DAVIS  
1707 Azalea Court Unit "A"  
Oldsmar, FL 34677

**ARTICLE VI  
CORPORATE ADDRESS**

The street address of the initial principal office of the corporation is as follows:

1707 Azalea Court Unit "A"  
Oldsmar, FL 34677

**ARTICLE VII  
INITIAL BOARD OF DIRECTORS**

The corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the corporation in the manner provided by law, but shall never be less than one (1). The names and addresses of the initial directors of the corporation are:

<u>Name</u>	<u>Address</u>
Luke E. Davis	1707 Azalea Court Unit "A" Oldsmar, FL 34677

**ARTICLE VIII  
INCORPORATOR**

The name and address of the Incorporator signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Luke E. Davis	1707 Azalea Court Unit "A" Oldsmar, FL 34677

**ARTICLE IX  
AMENDMENT OF BYLAWS**

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

**ARTICLE X  
INDEMNIFICATION**

The corporation may be empowered by resolution of the Board of Directors to indemnify any officer or director, or any former officer or director, in the manner set out and provided for in the Bylaws of the corporation, pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.

**ARTICLE XI  
INFORMAL ACTION OF DIRECTORS**

If a majority of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation as part of the corporate records, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**ARTICLE XII  
AMENDMENT OF ARTICLES**

The power to amend these Articles of Incorporation shall be vested in the Board of Directors.

**ARTICLE XIII  
TELEPHONE MEETINGS**

Members of the Board of Directors or the Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other, is used.

**ARTICLE XIV**  
**DIRECTOR QUORUM AND VOTING**

A majority of the directors shall constitute a quorum for a meeting of the directors of the corporation. If a quorum is present, the affirmative vote of a majority of the directors present or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

**ARTICLE XV**  
**DIRECTOR CONFLICT OF INTEREST**

A. No contract or other transaction between the corporation and one (1) or more of the directors, or between the corporation and any other corporation, firm, association or other entity, in which one (1) or more of the directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the Board or committee, and the Board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors or;

2. If such common directorship, officership or financial interest is disclosed or known to the shareholders

... entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders or;

3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the Board, a committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which approves such contract or transaction.

#### ARTICLE XVI INFORMAL ACTION OF SHAREHOLDERS

Any action of the shareholders may be taken without a meeting if consent in writing setting forth the actions so taken shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted, and filed with the Secretary of the corporation as part of the corporate records.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation the 12<sup>th</sup> day of ~~April~~, 1997.  
MAY

Luke E. Davis  
Luke E. Davis, Incorporator

STATE OF FLORIDA  
COUNTY OF PINELLAS

Before me personally appeared on this 12<sup>th</sup> day of ~~April~~, 1997, Luke E. Davis, who is personally known to me or who has produced FL DRIVER'S LICENSE as identification, and who acknowledged to and before me that he executed the foregoing Articles of Incorporation as Incorporator.



LISA JEAN GURLOU  
My Commission CC528379  
Expires Jan. 29, 2000

Lisa Jean Gurloou  
NOTARY PUBLIC  
PRINT NAME: Lisa Jean Gurloou  
State of Florida  
Commission No.: CC528379  
My Commission Expires: 2/29/2000

I HEREBY acknowledge that I am familiar with and accept the duties and responsibilities as Registered Agent for the corporation.

Luke E. Davis  
Luke E. Davis  
Registered Agent

STATE OF FLORIDA  
COUNTY OF PINELLAS

Before me personally appeared on this 12<sup>th</sup> day of MAY, 1997, Luke E. Davis, who is personally known to me or who has produced Florida Driver License identification, and who acknowledged to and before me that he executed the foregoing Articles of Incorporation as Incorporator.



LISA JEAN GUILLOU  
My Commission CC528379  
Expires Jan. 29, 2000

Lisa Jean Guillou  
NOTARY PUBLIC  
PRINT NAME: LISA JEAN Guillou  
State of Florida  
Commission No.: CC528379  
My Commission Expires: 01/29/2000

FILED  
97 MAY 20 AM 8:55  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE