

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

**P97000067012**

3217 U.S. Aet. 19, Inc

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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Signature \_\_\_\_\_

Requested by: \_\_\_\_\_

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

- ☒ Art of Inc. File \_\_\_\_\_
- \_\_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_\_ Name Reservation \_\_\_\_\_
- \_\_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- \_\_\_\_\_ Cert. Copy \_\_\_\_\_
- ☒ Photo Copy \_\_\_\_\_
- \_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_\_\_ Courier \_\_\_\_\_

RP  
8-4-97



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

August 1, 1997

**CAPITAL CONNECTION, INC.**  
417 E. VIRGINIA ST. STE. 1  
TALLAHASSEE, FL 32302

**SUBJECT: 3217 U.S. ALT. 19, INC.**  
Ref. Number: W97000017738

We have received your document for 3217 U.S. ALT. 19, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return the original and one copy of 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 (850) 487-6929.

**Randall Purinton**  
Document Specialist

Letter Number: 797A00039234

ARTICLES OF INCORPORATION  
OF  
3217 U.S. ALT. 19, INC.

FILED  
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DIVISION OF CORPORATIONS

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ARTICLE I - NAME

The name of this Corporation is 3217 U.S. Alt. 19, Inc.

ARTICLE II - DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III - PURPOSE

The Corporation is formed for the purpose of operating and transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of no par value common stock, which shall be designated "Common Shares".

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 2428 Park Stream Avenue, Clearwater, Florida, 34619; and the name of the initial Registered Agent of this Corporation is GEORGE MELANDINOS. The principal place of business of this Corporation is 3217 U.S. Alternate 19 North, Holiday, Florida, 34691.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This Corporation shall have one (1) Director 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. The name and address of the initial Director of this Corporation is:

GEORGE MELANDINOS  
2428 Park Stream Avenue, Clearwater, Florida 34619

**ARTICLE VIII - INCORPORATOR**

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

GEORGE MELANDINOS  
2428 Park Stream Avenue, Clearwater, Florida 34619

**ARTICLE IX - BYLAWS**

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

**ARTICLE X - CALLING OF SPECIAL MEETING**

Special meetings of Shareholders may be called by the President, a majority of the shareholders, the Board of Directors of this Corporation, or a designee of any of the same.

**ARTICLE XI - REMOVAL OF DIRECTORS**

A majority interest of the Shareholders of the stock of this Corporation shall be entitled to remove any Director from office with or without cause during his term.

**ARTICLE XII - INTERESTED DIRECTORS CONTRACTS**

No contract or other transaction between the Corporation and one or more of its Directors or any other Corporation, firm, association, or entity in which one or more of its Directors or officers are financially interested shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or their votes are counted for such purposes, if:

(a) The fact of such relationship; or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

(b) The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board, a committee, or the Shareholders.

#### ARTICLE XIII - EXTRAORDINARY ACTION

The affirmative vote of fifty-one percent (51%) of the common stock of the Corporation represented at a meeting at which a quorum is present, shall be required to amend these articles so as to increase or decrease the authorized number of, or change the designations, preferences, qualifications, limitations, restrictions, or special or relative rights of any of the various classes of shares; or to merge or consolidate the Corporation with or into any other corporation or sell, lease or convey all or substantially all of the assets of the Corporation, or voluntarily to dissolve, liquidate, or wind up its affairs.

#### ARTICLE XIV - INDEMNIFICATION

The corporation may be empowered to indemnify any officer or director, or any former officer or director, in the manner set out and provided for pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

#### ARTICLE XV - INFORMAL ACTION OF DIRECTORS AND SHAREHOLDERS

If the required majority of the directors or shareholders 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, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors or Shareholders.

**ARTICLE XVI - BYLAWS AND STOCKHOLDERS AGREEMENT**

The stockholders, by agreement, or the Bylaws of the corporation, may restrict the transfer or encumbrance of any and all of its stock, including but not limited to, provisions for the transfer of the stock owned by retiring, disabled, or deceased stockholders.

**ARTICLE XVII - NOTICE OF MEETINGS OF BOARD OF DIRECTORS**

Regular meetings of the board of directors may be held without notice of the date, time, place, or purpose of the meeting.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 7/29 day of July, 1997.

George Melandinos  
GEORGE MELANDINOS, INCORPORATOR

STATE OF FLORIDA  
COUNTY OF PINELLAS

Subscribed and sworn before me, the undersigned authority, by:  
GEORGE MELANDINOS, personally known to me / produced identification  
as follows: FL DL M453-3044-5102-02  
WISCONSIN

IN WITNESS WHEREOF, I have hereunto set my hand and official  
seal, in the State and County aforesaid, this 29<sup>th</sup> day of July,  
1997.



DONNA KELLEY GRAY  
My Commission CC351607  
Expires Apr. 20, 1998  
Bonded by HAI  
800-422-1555

Donna Kelley Gray  
Notary Public

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT**

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Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, desiring to incorporate and be organized under the laws of the State of Florida, submits the following statement in designating the registered agent in the state of Florida.

The name of the corporation whose articles of incorporation are attached is: 3217 U.S. ALT. 19, INC.

The name and address of the registered agent and office is:

**GEORGE MELANDINOS**

2428 Park Stream Avenue  
Clearwater, Florida 34619

3217 U.S. ALT. 19, INC.

By: George Melandinos  
GEORGE MELANDINOS, PRESIDENT

**ACKNOWLEDGMENT**

HAVING BEEN NAMED AS 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 I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

George Melandinos  
GEORGE MELANDINOS

7 29 97  
Date