

P97000068833

Requestor's Name

FROM

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy
- ☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

300002260933--0  
-08/07/97--01095--003  
\*\*\*\*122.50 \*\*\*\*122.50

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

EFFECTIVE DATE

8-5-97

FILED

97 AUG -7 AM 11: 07

**ARTICLES OF INCORPORATION  
OF**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**LASER LEASING, INC.**

The undersigned, being an individual, does hereby act as Incorporator in adopting the following *Articles of Incorporation* for the purpose of organizing a corporation for profit, pursuant to the provisions of the *Florida Business Corporation Act*, §607.0101, *et seq.*, *Florida Statutes* (1995):

**ARTICLE ONE**

The name of this corporation shall be *Laser Leasing, Inc.* (hereinafter to be referred to as the "Corporation").

**ARTICLE TWO**

The duration of the Corporation shall be perpetual.

**ARTICLE THREE**

The purpose is to engage in any activity or business permitted under the laws of the United States and the State of Florida, including, but not limited to, all of the general powers granted to corporations organized under the *Florida Business Corporation Act*, whether granted by specific statutory authority or by construction of law.

**ARTICLE FOUR**

The corporation is authorized to issue five hundred and one

(500) shares of capital stock, all of one class, at One (\$1.00) Dollar par value.

**ARTICLE FIVE**

No present or future shareholder of the corporation or his heir, executor, administrator, or personal representative, shall encumber, transfer or dispose of the stock of the corporation which he now owns or may hereafter acquire, except as follows:

1. Any such shareholder who desires to sell all or any part of such stock shall first offer in writing such stock for sale to the corporation at the same price and upon the same terms offered to such shareholder pursuant to a bona fide written offer that is acceptable to the offeree, or at the book value of the shares being offered for sale, said book value to be determined as of the last day of the month immediately preceding the date of the offer to the corporation. The corporation shall have the option for thirty (30) days after its receipt of such written offer to accept such offer. If, within such thirty (30) day period, the corporation shall fail to accept such offer in its entirety, its option hereunder as to such offer shall terminate. Thereupon, immediately following the termination of said offer as to the corporation, the said same offer shall be deemed without further writing to have been renewed and reinstated as to the other shareholder of the corporation, and such other shareholder shall have the option for thirty (30) days after the

termination of the corporation's option to purchase such part of all of the stock which the offering shareholder desires to sell, at the same price and upon the same terms offered to such shareholder by a bona fide prospective purchaser of such shares, or at the book value of the shares offered for sale, said book value to be determined as of the last day of the month immediately preceding the date of the initial offer made to the corporation. If the option is not exercised by the shareholder within the aforesaid thirty (30) day period, then the shareholder so desiring to sell part or all of his stock shall have the right for a period ending on the thirtieth day after the expiration of the offer to the other shareholder, to sell such shares to, and only to, the aforesaid bona fide prospective purchaser in the same terms as were offered to the corporation and other shareholder. Upon the expiration of such thirty (30) day period, if such shareholder does not sell his shares to the aforesaid bona fide prospective purchaser, all of the restrictions imposed by this *Article Five* of these *Articles of Incorporation* shall apply to all of the shares owned by such shareholder. To accept an offer, an offeree shall give written notice of such acceptance to the offeror in person or by depositing such notice in the United States mail, first class, postage paid, addressed to the offeror at the address given in the offer.

2. On the death of any present or future shareholder of the

corporation, all of the shares of the Corporation owned by him and to which he or his personal representative shall be entitled, shall be sold and purchased as provided in Paragraph 1, *above*.

3. The closing for the sale and purchase of the shares of the corporation pursuant to this *Article Five* of the *Articles of Incorporation* shall take place at the principal office of the corporation at a date designated by the corporation, which shall be not more than one hundred and eighty (180) days following the acceptance of the offer to purchase, and not less than ten (10) days following such date.

#### ***ARTICLE SIX***

The corporation shall not have any directors. The business of the corporation shall be managed by the shareholders in conformance with these *Articles of Incorporation* and duly enacted By-Laws.

(a) *Shareholder Quorum and Voting:* A majority of the outstanding shares of all stock entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of a majority of the outstanding shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders. Shareholders shall be deemed present at any meeting if a conference by telephone or similar communications equipment

by means of which all persons participating in the meeting can hear each other is used, so long as all parties to the communication are aware that the shareholders' meeting is called to order.

(b) *Informal Action:* If all shareholders severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writing or 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 shareholders.

#### ***ARTICLE SEVEN***

The corporation shall indemnify any officer, or former officer, to the full extent permitted by law.

#### ***ARTICLE EIGHT***

The power to adopt, alter, amend, restate or repeal the By-Laws of this corporation or these *Articles of Incorporation* shall be vested in the shareholders.

#### ***ARTICLE NINE***

The date the corporate existence of this corporation shall commence on August 5, 1997.

#### ***ARTICLE TEN***

The name of the Incorporator signing these Articles of

Incorporation is:

Henry Larry Nieves  
5757 South Semoran Boulevard  
Orlando, Florida 32822  
Telephone Number: 273-8919

**ARTICLE ELEVEN**

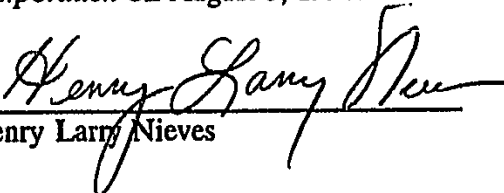
The name of the initial registered agent and the address of the  
initial registered office is:

Henry Larry Nieves  
5757 South Semoran Boulevard  
Orlando, Florida 32822  
Telephone Number: 273-8919

**ARTICLE TWELVE**

The street address of the principal office of the Corporation is:  
5757 South Semoran Boulevard, Orlando, Florida 32822.

IN WITNESS HEREOF, the undersigned Incorporator has  
executed these *Articles of Incorporation* on August 5, 1997.

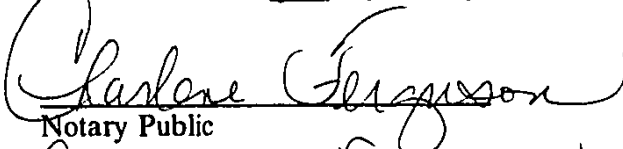
  
Henry Larry Nieves

STATE OF FLORIDA  
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer  
duly authorized in the State aforesaid and in the County aforesaid to take  
acknowledgements, personally appeared to me Henry Larry Nieves, who is

personally known to me and who did take an oath, and who executed the foregoing **ARTICLES OF INCORPORATION** and he acknowledged before me that he executed the same freely and voluntarily and that the facts contained therein are true and correct.

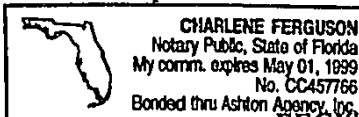
WITNESS my hand and official seal in the County and State last aforesaid this 6<sup>th</sup> day of August, 1997.

  
Notary Public

Charlene Ferguson  
Printed or Typed Name of Notary

My commission expires:

(Seal)



**REGISTERED AGENT**

Having been named as registered agent to accept service of process for the above-named corporation at the place designated in these *Articles of Incorporation*, 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.



Henry Larry Nieves  
5757 South Semoran Boulevard  
Orlando, Florida 32822  
Telephone Number: 273-8919

FILED  
97 AUG - 7 AM 11: 07  
TALLAHASSEE, FLORIDA