

P97000072175

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 AUG 20 PM 1:14

Requestor's Name

DOUGLAS E. GRUBER  
8939 Bayaud Drive  
Tampa, Florida 33626

City/State/Zip

Phone #

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

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-08/01/97--01067--010  
\*\*\*\*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

Examiner's Initials

RP  
8-20-97



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

August 5, 1997

DOUGLAS E. GRUBER  
8939 BAYAUD DRIVE  
TAMPA, FL 33626

SUBJECT: WILL CALL, INC.  
Ref. Number: W97000017962

We have received your document for WILL CALL, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

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: 897A00039660

**CERTIFICATE OF INCORPORATION  
OF**Will Call, Inc.FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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THE UNDERSIGNED, being over the age of eighteen years, in order to form a corporation pursuant to the provisions of the Corporate Code, hereby certifies as follows:

**FIRST  
IDENTIFICATION**

The name of the corporation, hereinafter referred to as the "Corporation," is Will Call, Inc.

**SECOND  
PERIOD OF EXISTENCE**

The period during which the corporation shall continue is perpetual.

**THIRD  
REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the Corporation is 8939 Bayaud Drive, Tampa, FL 33626 and the name and address (if different) of the initial registered agent therein and in charge thereof, upon whom process against the Corporation may be served, is Douglas E. Gruber, 8939 Bayaud Dr., Tampa, FL 33626.

**FOURTH  
PURPOSE**

The purpose of the Corporation is to engage in any or all lawful business for which corporations may be organized under the provisions of the General Corporation Law of Florida

**FIFTH  
SHARES**

(1500)

The total authorized capital stock of the Corporation is One Thousand Five Hundred shares having a

Par Value of None. All or any part of said shares may be issued by the Corporation from time to time and for such consideration as may be determined upon or fixed by the Board of Directors, as provided by law.

**SIXTH  
INCORPORATOR'S ADDRESS**

The name and post office address of the Incorporator of the Corporation is as follows:

Douglas E. Gruber8939 Bayaud DriveTampa, Florida 33626

SEVENTH  
DIRECTORS

The powers of the incorporator are to terminate upon the filing of this Certificate of Incorporation and the name(s) and mailing addresses of persons who are to serve as director(s) until the first meeting of stockholders or until their successors are elected and qualify are as follows:

None

EIGHTH  
INDEMNITY

Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach is one which invokes: (1) a director's duty of loyalty to the corporation or its stockholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit.

The effective date of this Certificate of Incorporation shall be \_\_\_\_\_.

IN WITNESS WHEREOF, the undersigned Incorporator has caused this Certificate of Incorporation to be executed as of

July 29, 1997

  
\_\_\_\_\_  
(Incorporator)

**CERTIFICATE AND ACKNOWLEDGEMENT  
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT  
OF**

Will Call, Inc.

(name of corporation)

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CLERK OF STATE  
DIVISION OF CORPORATIONS  
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Pursuant to Florida Statutes sections 48.091 and 607.0501, the following is submitted:

the above corporation, desiring to organize under the laws of the State of Florida with  
its registered office as indicated in the Articles of Incorporation

at 8939 Bayaud Drive

Tampa, Florida 33626

has named Douglas E. Gruber

located at the aforesaid address, as its Registered Agent to accept service of process  
within this state.

**ACKNOWLEDGEMENT**

Having been named as Registered Agent to accept service of process for the above stated  
corporation at the place designated in this certificate, and being familiar with the  
obligations of that position, I hereby accept to act in this capacity, and agree to comply  
with the provisions of Florida Law in keeping open said office.

  
(registered agent)