

PA7000073803

TRANSMITTAL LETTER
FILED

97 AUG 26 AM 10:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

000002277280--0
08/26/97--01008--021
***131.25 ***131.25

SUBJECT:

LUMIDISC, INC.

(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☒ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: DOUGLAS R. ANDREAE
Name (Printed or typed)

5764 BAYWATER DR.
Address

TAMPA, FL 33615
City, State & Zip

813-854-2089
Daytime Telephone number

Will. Wait

RECEIVED
97 AUG 26 AM 9:50

PA 8/26/97

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
of
LUMIDISC, INC.

FILED

97 AUG 26 AM 10:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being a natural person, does hereby act as Incorporator in adopting the following articles of incorporation for the purpose of organizing a stock corporation pursuant to the provisions of the Florida Business Corporation Act:

ARTICLE I

The Name of the Corporation (hereinafter called the Corporation) is Lumidisc, Inc.

ARTICLE II

Its registered office in the State of Florida is to be located at 5704 Baywater Dr., Tampa FL 33615, County of Hillsborough. The Registered Agent in Charge thereof is Douglas R. Andreae, address "same as above". The principal address is the same.

ARTICLE III

The nature of the business and, the objects and purposes proposed to be transacted, promoted and carried on, are to do any and all things herein mentioned as fully and to the same extent as natural persons might or could do, and in any part of the world, viz:

To engage in any lawful act or activity for which corporations may be organized under chapter 607 of the Florida Business Corporation Act.

ARTICLE IV

The total number of shares of capital stock which the corporation has authority to issue is 1,000 shares of stock at NO par value.

ARTICLE V

The name and mailing address of the Incorporator is as follows:

Douglas R. Andreae, 5704 Baywater Dr., Tampa FL 33615

ARTICLE VI

All of the issued stock of all classes shall be subject to the following restriction on transfer permitted under the Florida Business Corporation Act:

Each stockholder shall offer to the Corporation or to other stockholders of the corporation a thirty (30) day "first refusal" option to purchase his stock should he elect to sell his stock.

ARTICLE VII

The Directors shall have the power to make and alter or amend the By-Laws; to fix the amount to be reserved as working capital, and to authorize and cause to be executed, mortgages and liens without limit as to the amount, upon the property and franchise of the Corporation.

With the consent in writing, and pursuant to a vote of the holders of a majority of the capital stock issued and outstanding, the Directors shall have the authority to dispose, in any manner, of the whole property of this Corporation.

The By-Laws shall determine whether and to what extent the accounts and books of this Corporation, or any of them shall be open to the inspection of the stockholder, and no stockholder shall have any right of inspecting any account, or book or document of this Corporation, except as conferred by the By-Laws, or by resolution of the stockholders.

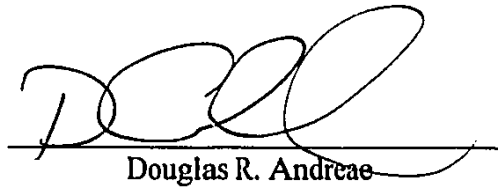
The stockholders and directors shall have power to hold their meetings and keep the books, documents and papers of the Corporation outside the State of Florida, at such places as may be from time to time designated by the By-Laws or by resolution of the stockholders or directors, except as otherwise required by the laws of Florida.

ARTICLE VIII

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 involves: (1) a director's duty or 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 the law; (3) liability for unlawful payments of dividends or unlawful stock purchase or redemption by the corporation; or (4) a transaction from which the director derived an improper personal benefit.

I, THE UNDERSIGNED, for the purpose of forming a Corporation under the laws of the State of Florida, do make, file and record these Articles and do certify that the facts herein are true; and I further accept the duties and responsibilities as the Registered Agent of the Corporation and have accordingly hereunto set my hand.

DATED: August 22, 1997



Douglas R. Andrae

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE** **FILED**

97 AUG 26 AM 10:00

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA ~~STATUTES~~ ^{FLORIDA} ~~STATE~~ ^{TALLAHASSEE}
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF ~~FLORIDA~~ ^{FLORIDA}
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.


1. The name of the corporation is LUMIDISC, INC.
2. The name and address of the registered agent and office is:

DOUGLAS R. ANDREAE
(NAME)

5704 BAYWATER DR.
(P. O. Box or Mail Drop Box NOT ACCEPTABLE)

TAMPA, FL 33615
(CITY/STATE/ZIP)

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.


(SIGNATURE)

8/26/97
(DATE)