

P97000077882  
TRANSMITTAL LETTER

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

900002287639--6  
-09/08/97--01159--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: CYPRESSOUND CENTER, 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

FROM: STEVEN ARNONE  
Name (Printed or typed)

1204 E. MOHAWK AVE  
Address

TAMPA, FLORIDA 33604  
City, State & Zip

813-816-2119  
Daytime Telephone number

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 SEP - 8 PM 12: 34

FILED

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

mc 9/9/97

**ARTICLES OF INCORPORATION  
OF  
CYPRESSOUND CENTER, INC.**

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**

**Name**

The name of the corporation is Cypressound Center, Inc.

**ARTICLE II**

**Initial Principal Office and Mailing Address**

The Corporation's initial principal office and mailing address is 5035 West Grace Street, Tampa, Florida 33607.

**ARTICLE III**

**Shares**

The corporation shall have authority to issue 10,000 common shares with a par value of \$1.00 per share.

**ARTICLE IV**

**Initial Registered Agent and Office**

The street address of its initial registered office is 5035 West Grace Street, Tampa, Florida 33607. and the name of its initial registered agent at that address is Steven Andrew Arnone.

**ARTICLE V**

**Incorporator**

The name and address of the incorporator is:

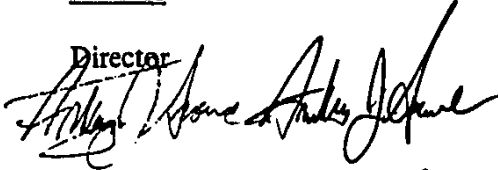



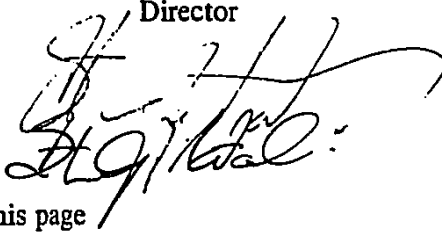
**Name**

Steven Andrew Arnone

**Address**

1204 EAst Mohawk Avenue  
Tampa, Florida 33604

FILED  
97 SEP - 8 PM 12: 34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

| <u>Name</u>  | <u>Address</u>  |
|--|---|
| Anthony J. Arnone<br>3714 West Palmira Avenue<br>Tampa, FL 33629   | Director<br>  |
| Steven Andrew Arnone<br>1204 East Mohawk Avenue<br>Tampa, FL 33604 | Director<br>  |
| SCOTT MILLENER<br>1291 McMULLEN BOOTH RD.<br>CLEARWATER, FL 33759  | Director<br>  |
| Jessie Chou<br>6507 Runningwoods Dr.<br>Tampa, FL 33634            | Director<br>  |
| Steven Natoli<br>4721 West Bay Vista Ave.<br>Tampa, FL 33611       | Director<br> |

5. The seal impressed on the margin of this page is adopted as the official seal of the Corporation.

6. The form of stock certificate attached to this Written Consent and marked "Specimen" is approved for use in issuing stock in the Corporation.

7. The Corporation shall issue 10,000 shares of its stock in exchange for consideration consisting of \$1.00 par value per share which the Board of Directors has determined to be adequate consideration for issuance of shares of the Corporation's stock.

8. The President of the Corporation is authorized to designate from time to time depositories for the Corporation's use. The President and Treasurer of the Corporation are authorized to sign on the Corporation's account at any such depositories. The officers of the Corporation are authorized to execute and deliver the necessary bank resolution forms.

9. The secretary of the Corporation shall procure the books of account and other books necessary or appropriate for carrying on the Corporation's business.

**UNANIMOUS WRITTEN CONSENT OF DIRECTOR  
OF CYPRESSOUND CENTER, INC.  
IN LIEU OF ORGANIZATIONAL MEETING**

Pursuant to Section 607.0821 of the Florida Statutes, the undersigned being the sole director of Cypressound Center, Inc., a Florida corporation (the "Corporation"), hereby takes the following actions by written consent in lieu of holding an organizational meeting:

1. The Articles of Incorporation of the Corporation as filed by the Florida Department of State are hereby approved, ratified, and confirmed in every respect and shall be filed in the Corporation's book.
2. The Bylaws attached hereto are adopted as the bylaws of the Corporation.
3. Each of the following persons is elected to serve in the office of the Corporation designated opposite his or her name until the next annual meeting of directors and his or her successor is elected and qualified or until his or her earlier resignation, removal from office, or death:

| <u>Name</u>          | <u>Office</u>  |
|----------------------|----------------|
| Anthony J. Arnone    | President      |
| Steven Andrew Arnone | Treasurer      |
| Steven Natoli        | Secretary      |
| Jessie Chou          | Vice President |
| SCOTT MILLENER       | VICE PRESIDENT |

4. Each of the following persons, whose address is designated opposite his or her name, is elected to serve as a director of the Corporation until the next annual meeting of shareholders and his or her successor is elected and qualified or until his or her earlier resignation, removal, or death:

10. The Corporation authorizes the payment or reimbursement of all charges and expenditures incident to or arising out of the organization of the Corporation and elects to amortize over a 60-month period all of such expenses which may be amortized under section 248 of the Internal Revenue Code of 1986, as amended.

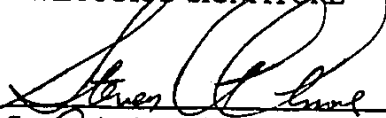
11. The Corporation shall enter into a lease with Richard Busino and the officers of the Corporation are directed to execute and deliver to Richard Busino a lease, a copy of which is attached hereto.

12. The Corporation authorizes an election, in accordance with the Internal Revenue Code of 1986, as amended, to be treated as an "S Corporation" for state and federal income tax purposes, beginning with its first taxable year.

13. The Corporation shall apply for such occupational licenses or permits as are necessary to carry out any lawful purpose.

Dated this 3 day of Sept 1997.

DIRECTOR'S SIGNATURE



Steven Andrew Arnone

DATE OF SIGNATURE

9/3/97

**ARTICLE VI**  
**Initial Director**

The corporation initially shall have one (1) director, whose name and address is:


Name

Address

Steven Andrew Arnone

1204 East Mohawk Avenue  
Tampa, Florida 33604

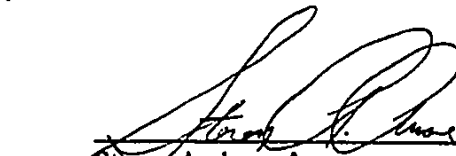
Dated this 3 day of Sept., 1997.

  
Steven Andrew Arnone, Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, 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 duties and obligations of my position as registered agent.

Dated this 3 day of Sept., 1997.

  
Steven Andrew Arnone

FILED

97 SEP - 8 PM 12:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA