

**CAPITAL CONNECTION, INC.**

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*Certificard, Inc.*

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- Art. of Amend. File \_\_\_\_\_
- RA Resignation \_\_\_\_\_
- Dissolution / Withdrawal \_\_\_\_\_
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- 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 \_\_\_\_\_
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RD  
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Articles of Incorporation  
for  
**CERTIFICARD, INC.**  
(for-profit corporation)

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*The undersigned incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:*

**ARTICLE I - NAME**

The name of the Corporation shall be CERTIFICARD, INC.

**ARTICLE II - PURPOSES**

The general purposes for which the corporation is organized is to engage in any activity or business permitted under the laws of the State of Florida and of the United States.

**ARTICLE III - DURATION**

The duration of the corporation is perpetual.

**ARTICLE IV - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be 611 Druid Road, Suite 704, Clearwater, Florida 33756.

**ARTICLE V - CAPITALIZATION**

The aggregate number of shares of stock which the corporation is authorized to issue is Five Thousand (5,000). Such shares shall be of a single class, and shall have a par value of one dollar (\$1.00).

**ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name of the initial Registered Agent is Stavros Tingirides, Esquire and the street address of the initial Registered Office of this Corporation in the State of Florida is 800 North Belcher Road, Suite 4, Clearwater, Florida 33765. The Board of Directors may, from time to time and without an amendment of these Articles, change the Registered Agent of the Corporation or move the Registered Office to any other address within the State of Florida.

## **ARTICLE VII - INCORPORATORS**

The name and address of the sole incorporator is Stavros Tingirides, Esquire, 800 North Belcher Road, Suite 4, Clearwater, Florida 33765.

## **ARTICLE VIII - PREEMPTIVE RIGHTS**

The Corporation shall have the power to create and issue, with or without any connection to the issue and sale of any shares of stock or other securities, rights, warrants, or options entitling the holders thereof to purchase from the Corporation any shares of its capital stock of any class or classes, upon such terms and conditions and at such times and prices, but not less than par if such shares have par value, as the Board of Directors may provide and which shall be incorporated in an instrument or instruments evidencing such rights. In the absence of fraud, the judgment of the Directors as to the consideration of the issuance of such rights, warrants, or options and the sufficiency thereof shall be conclusive.

## **ARTICLE IX - DIRECTORS**

The number of Directors may be increased or decreased from time to time, by an amendment of the by-laws when such amendment is adopted by the stockholders, provided that the number of Directors shall never be less than one (1).

## **ARTICLE X - INITIAL DIRECTORS**

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

NICK SPIRIDELLIS, 611 Druid Road, Suite 704, Clearwater, Florida  
33756

## **ARTICLE XI - INDEMNITY OF DIRECTORS AND OFFICERS**

Any person made a party to any action, suit or proceeding by reason of the fact that he, or his personal representative, is or was a director, officer or employee of the Corporation, or any corporation in which he serves as such at the request of the Corporation, shall be indemnified by the Corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding or in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be judged in such action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of his duties.

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer, director or employee may be entitled apart from the provisions of this section.

A director shall not be liable for dividends illegally declared, distributions illegally made to shareholders, or any other action taken in reliance and in good faith upon financial statements of the Corporation represented to him to be correct by the President of the Corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the Corporation: nor shall he be liable if in good faith in determining the amount available for dividends or distribution, he considered the assets to be of ample value.


#### **ARTICLE XII - BY-LAWS AND STOCKHOLDERS AGREEMENT**

The stockholders, by agreement, or the by-laws 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 decreased stockholder, or any stockholder required to sever financial interests in the Corporation. Where the by-laws are amended for the purpose of changing, modifying or otherwise repealing provisions respecting the management of this Corporation, then only the stockholders of this Corporation shall have the power to so adopt, amend, modify or repeal such by-laws.

#### **ARTICLE XIII - AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by the laws of the State of Florida. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intentions that the Articles of Incorporation be amended.

The undersigned incorporator has executed these Articles of Incorporation this 19<sup>th</sup> day of SEPTEMBER, 1997.

  
\_\_\_\_\_  
Stavros Tingirides, Esquire, Incorporator

# CERTIFICARD, INC.

(for-profit corporation)

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STATE OF FLORIDA

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## CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Florida Statutes, sections 607.0501 and 48.091, and Article VI of the Articles of Incorporation of CERTIFICARD, INC., organized under the laws of the State of Florida, the undersigned corporation submits the following statement in designating the registered office and registered agent in the State of Florida.

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

Stavros Tingirides, Esquire  
800 North Belcher Road  
Suite 4  
Clearwater, Florida 33765

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. I shall serve as Registered Agent until otherwise removed or until I resign pursuant to the laws of the State of Florida.

Dated 9/19/97

  
Stavros Tingirides, Esquire