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TRANSMITTAL LETTER

97 SEP 22 PM 2:10

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

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-09/23/97--01177--017  
\*\*\*\*\*08.75 \*\*\*\*\*73.75

SUBJECT: Endless Palms, 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: James R. Oldham, Jr.  
Donald K. DeArmon  
Name (printed or typed)

3744 Second Ave. N  
Address

St. Petersburg, FL 33713  
City, State & Zip

813/328-9464  
Daytime Telephone number

P. Hall SEP 30 1997

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

ARTICLES OF INCORPORATION  
OF  
ENDLESS PALMS INC.

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TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be ENDLESS PALMS INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Secretary of the Department of State, Division of Corporations. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of providing professional services for Income Tax Preparation, Title Insurance and various other business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 1000 shares of common stock at no par value.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by

Articles Of Incorporation Of ENDLESS PALMS INC.

registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office."

#### ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be two. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are: .

James R. Oldham                      President/Director  
3744 2nd Avenue North  
St. Petersburg, Fl. 33713

Donald K. De Armon                      Vice President/Secretary/Director  
3744 2nd Avenue North  
St. Petersburg, Fl. 33713

#### ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

Articles Of Incorporation Of ENDLESS PALMS INC.

**ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT**

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 3744 2nd Avenue North, St. Petersburg, FL. 33713 and 10833 70th Avenue North, Seminole, Fl. 33772.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: John P. Dunne.

**ARTICLE X. INCORPORATOR**

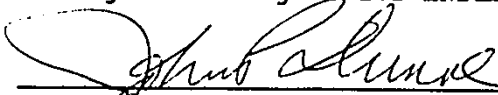
The name and address of the individual who shall serve as this corporation's incorporator is: James R. Oldham 3744 2nd Avenue North, St. Petersburg, Fl. 33713.

**ARTICLE XI. AMENDMENT**

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

  
- Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of ENDLESS PALMS INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for ENDLESS PALMS INC.

  
- Registered Agent

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TALLAHASSEE, FLORIDA

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State Of Florida  
County Of Pinellas

On September 17, 1997, James R. Oldham and John P. Dunne, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of ENDLESS PALMS INC.

Claire Hansen  
Notary Public



CLAIRE HANSEN  
COMMISSION # CC621343  
EXPIRES MAR 23, 2001  
BONDED THROUGH  
ATLANTIC BONDING CO., INC.

\_\_\_\_\_  
(Notary Public - Printed Or Typed Name)

Commission Expiration Date & Commission Number:

(SEAL)

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