

P97000091861

TRANSMITTAL LETTER

October 21, 1997

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

200002328872--1

Re: CREATIVE SYSTEMS GROUP, INC.

-10/24/97--01041--020
****122.50 ****122.50

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation to be filed for CREATIVE SYSTEMS GROUP, INC. In addition, I have enclosed my check payable to the Secretary of State in the amount of \$122.50 for filing fee and one certified copy of the Articles.

Should you have any questions, please do not hesitate to contact me at 813-787-8853.

Very Truly Yours,

Paul G. Meade

Paul G. Meade

Enclosures

FILED
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DIVISION OF CORPORATIONS
97 OCT 24 AM 10:13

10/27/97

ARTICLES OF INCORPORATION
OF
CREATIVE SYSTEMS GROUP, INC.

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DIVISION OF CORPORATIONS
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THE UNDERSIGNED, being competent to contract, does subscribe to these Articles of Incorporation and acts as Incorporator for the purpose of forming a corporation for profit under the laws of the State of Florida, and does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The NAME OF THE Corporation shall be CREATIVE SYSTEMS GROUP, INC. with its principal mailing address at:
2624 13th Court
Palm harbor, FL 34684

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is:

- A. To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safety deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.
- B. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses in that State of Florida and in all other states and countries.
- C. Contract debt and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.
- D. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

- E. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other State or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.
- F. To engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - RELATIVE RIGHTS OF SHARES OF CAPITAL STOCK

Section 1. Rights Upon Liquidation or Dissolution

In the event of any voluntary or involuntary liquidations, dissolution, or winding up of this corporation, the remaining assets of this corporation shall be payable to and distributed ratably among the holders of record of the Common Shares.

Section 2. Voting Rights

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V - INITIAL CAPITAL

The amount of capital with which this Corporation shall begin business shall not be less than the sum of FIVE HUNDRED AND NO/100 DOLLARS (\$500.00).

ARTICLE VI - 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 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 VII - TERM OF EXISTENCE

This Corporation is to exist perpetually unless sooner dissolved according to law.

ARTICLE VIII - INITIAL ADDRESS OF REGISTERED OFFICE AND DESIGNATION OF REGISTERED AGENT

The street address of the initial registered office of this Corporation in the State of Florida is 2624 13th Court, Palm Harbor, Pinellas County Florida, 34684. The Board of Directors may from time to time, without amending these Articles, move the registered office to any other address within the State of Florida.

The initial Registered Agent is designated as Paul G. Meade. The Registered Agent of the Corporation may be changed at any time by a vote of the Board of directors without an amendment of these Articles.

ARTICLE IX - DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be increased or diminished from time to time, by an amendment of the By-Laws when such amendment is adopted by the stockholders, but shall never be less than one (1).

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE X - INITIAL DIRECTORS

The name and street address of the members of the initial Board of Directors is:

Paul G. Meade
2624 13th Court
Palm Harbor, Florida 34684

Steven A. Varga
10116 Pepperidge Ct.
Tampa, FL, 33615

The above named Directors shall hold office for the first year of existence of the Corporation or until their successors are elected.

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 served 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 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 forgoing 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.

The private property of the stockholders shall not be subject to the payment of the corporate debt in any extent what ever. The Corporation shall have a first lien on the shares of its members and upon the dividends due them for any indebtedness of such members of the corporation.

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 deceased 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 intention that the Articles of Incorporation be amended.

ARTICLE XIV - DATE OF INCEPTION

The date of the corporate existence shall begin when these Articles have been filed with the Department of State, State of Florida, according to the Statutes of the State of Florida.

ARTICLE XV - INITIAL PRINCIPLE ADDRESS

The initial principle address of the Corporation for purposes of communication with the Secretary of the State of Florida on behalf of the Corporation is: 2624 13th Court, Palm Harbor, Florida, 34684.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals, acknowledged and filed the forgoing Articles of Incorporation under the laws of the State of Florida, this 22 day of OCTOBER, 1997.

Paul G. Meade (SEAL)
PAUL G. MEADE

STATE OF FLORIDA)
COUNTY OF PINELLAS)

I HEREBY CERTIFY, that on this day, before me a notary public duly authorized in the State of County above named to take acknowledgments, personally appeared Paul G. Meade, to me well known to be the person described in and who executed the forgoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State above named, this 22 day of OCTOBER, 1997.

Patrice Fryer
Notary Public

My Commission Expires:

June 9, 1998



ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

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

PAUL G. MEADE
2624 13th Court
Palm Harbor, FL 34684

Signature: _____

Paul G. Meade

Title: _____

President

Date: _____

10/28/97

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: _____

Paul G. Meade

Date: _____

10/28/97

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