

P97000093401

ABLING & CHAPMAN, P.A.  
112 E. Concord St., Suite 300, Orlando, FL 32801

Madeliene C. Abling  
Martha A. Chapman

Phone (407) 423-7788  
Fax (407) 423-2250

October 21, 1997

Florida Department of State  
Bureau of Corporate Records  
P.O. Box 6327  
Tallahassee, FL 32314

400002333534--8  
-10/30/97--01020--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: Caleffall, Inc.

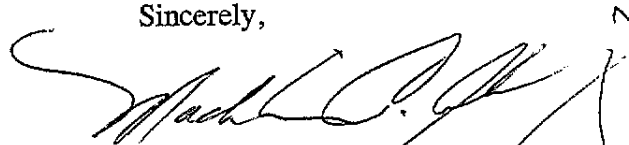
Dear Sir or Madam:

Enclosed for filing on behalf of the above-referenced corporation is one original Articles of Incorporation and certificate of Designation of Registered Agent. Also enclosed is a check in the amount of \$70.00 as payment of the \$35.00 filing fee and \$35.00 registered agent designation fee.

In addition, enclosed is a duplicate copy of the Articles of Incorporation. Please date stamp the enclosed duplicate copy and return it to us in the stamped, self-addressed envelope provided.

If you have any questions regarding the enclosed, please feel free to contact the undersigned.

Sincerely,



Madeliene C. Abling  
Attorney at Law

MCA:lal  
Enclosures  
cc: client

fl:\caleffall\artinc.ltr

Randy GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Certificate  
DATE 10/30/97  
DOC. EXAM. L.M.

97 OCT 30 PM 2:36  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TM-10/30/97

**ARTICLES OF INCORPORATION**  
**OF**  
**CALEFFALL, INC.**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the law of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation shall be:

Caleffall, Inc.

The address of the principal office of this corporation and the mailing address shall be 102 Zacalo Way, Kissimmee, Florida 34743.

**ARTICLE II. NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 900 shares of common stock having a par value of one dollar (\$1.00) per share. The consideration to be paid for each share shall be fixed by the board of directors and such consideration may consist of any tangible or intangible property or benefit to the corporation,

**FILED**  
97 OCT 30 PM 2:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

#### **ARTICLE IV. REGISTERED AGENT**

The street address of the initial registered office of the corporation shall be 112 E. Concord Street, Suite 300, Orlando, Florida 32801 and name of the initial registered agent of the corporation at that address is Madeliene C. Abling, Attorney at Law.

#### **ARTICLE V. TERM OF EXISTENCE**

This corporation is to exist perpetually.

#### **ARTICLE VI. DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have three (3) Directors, initially. The names and addresses of the initial directors is:

<b>NAME</b>	<b>ADDRESS</b>
Richard Effinger	P. O. Box 530014 Orlando, Florida 32853-0014
Shanon F. Callahan	102 Zacalo Way Kissimmee, Florida 34743
Linda Alwin	2574 S. Conway Road, Apt. 906 Orlando, Florida

## **ARTICLE VII. OFFICERS**

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

<b>NAME/POSITION</b>	<b>ADDRESS</b>
Richard Effinger President	P. O. Box 530014 Orlando, Florida 32853-0014
Shanon F. Callahan Secretary	102 Zacalo Way Kissimmee, Florida 34743
Linda Alwin Treasurer	2574 S. Conway Road, Apt. 906 Orlando, Florida

## **ARTICLE VIII. INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation:

Richard Effinger  
P. O. Box 530014  
Orlando, Florida 32853-0014

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

#### ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal the bylaws of this corporation shall be vested in the board of directors and the shareholders, except that (i) the board of directors may not amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that these bylaws are not subject to amendment or repeal by the directors; and (ii) any amendment shall be in compliance with the laws of the State of Florida.

#### ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator, has executed these Articles of Incorporation this 27<sup>th</sup> day of October, 1997.

  
\_\_\_\_\_  
Richard Effinger  
Incorporator

**CERTIFICATE OF DESIGNATION**

**OF**

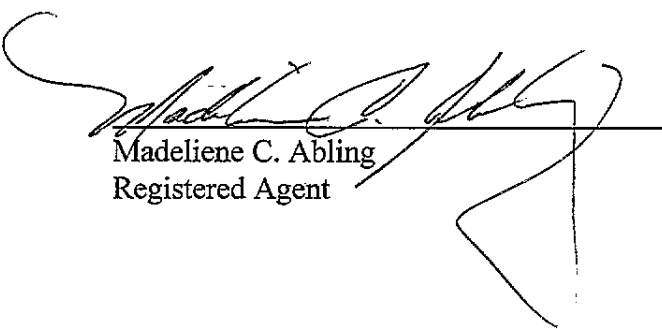
**REGISTERED AGENT**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That CALEFFALL, INC. desiring to organize under the laws of the State of Florida, with its initial registered office, as indicated in the Articles of Incorporation, at 112 E. Concord Street, Ste 300 Orlando, Florida 32801, has named Madeliene C. Abling, Attorney at Law, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT**

Having been named as registered agent to accept service of process for the corporation named above, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that 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.

  
Madeliene C. Abling  
Registered Agent

**FILED**  
97 OCT 30 PM 2:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA