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CARNEY & MILITELLO, P.A.

ATTORNEYS AT LAW

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BRUCE CARNEY  
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November 4, 1997

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

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-11/05/97--01079--006  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Articles of Incorporation for  
CLS Group, Inc.

Dear Sir/Madam:

Enclosed are the following documents regarding the  
above-referenced new corporation:

1. original and one copy of Articles of  
Incorporation for CLS Group, Inc.;
2. original and one copy of Certificate  
Designating Place of Business or Domicile  
for Service of Process Within this State  
Naming Agent Upon Whom Process May be  
Served; and
3. check for \$122.50 payable to "Secretary  
of State".

Please process the original Articles of  
Incorporation and Certificate of Designation. A  
certified copy of the documents should then be  
returned to this office along with a certificate  
from the State evidencing the date of  
incorporation.

If you have any questions, please do not hesitate  
to contact us.

Sincerely,

CARNEY & MILITELLO, P.A.

  
Bruce Carney

BC/mas  
Enclosures  
cc: Mr. Steve Holme

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## ARTICLES OF INCORPORATION

FOR

CLS GROUP, INC.

The undersigned, acting as Incorporator of this Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation.

### ARTICLE I

#### Name of Corporation

The name of this Corporation shall be "CLS GROUP, INC.". The Corporation shall be referred to in this instrument as the "Corporation". These Articles of Incorporation shall be referred to as "Articles" and the Bylaws of the Corporation shall be referred to as "Bylaws".

### ARTICLE II

#### Term of Existence

The period of duration of the Corporation is perpetual.

### ARTICLE III

#### Purpose

The purpose or purposes for which the Corporation is organized is to engage in any activity or business permitted under the laws of the United States and of this State.

### ARTICLE III

#### Shares

Number. The aggregate number of shares that the Corporation shall have the authority to issue is five thousand (5,000) shares of Capital Stock with a par value of \$0.10 per share. The sum of the par value of all shares of common stock of the Corporation that has been issued shall be the stated capital of Corporation at any particular time.

Capital. The amount of capital with which this Corporation will begin business shall not be less than \$500.00.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property or in shares of the capital stock of the Corporation.

Classes of Stock and Issuance in Series. There shall be only one (1) class of stock in the Corporation and the Corporation is not authorized to issue shares in series.

**ARTICLE V**  
**Initial Registered Office and Agent**

The initial street address in Florida of the initial registered office is 9540 NORTH CITRUS SPRINGS BOULEVARD, CITRUS SPRINGS, FLORIDA 34434; and the name of the initial registered agent at such address is STEVE HOLME. The mailing address of the Corporation is 9540 NORTH CITRUS SPRINGS BOULEVARD, CITRUS SPRINGS, FLORIDA 34434.

**ARTICLE VI**  
**Directors**

The initial Board of Directors shall consist of three (3) directors who need not be residents of the State of Florida nor shareholders of the Corporation. The numbers of directors may be either increased or decreased from time to time by an amendment of the Bylaws of the Corporation but shall never be less than one (1).

The names and addresses of the persons who shall serve as Directors until the first annual meeting of shareholders, or until successors shall have been elected and qualified are:

<u>Name</u>	<u>Address</u>
STEVE HOLME	8327 NORTH ELKCAM CITRUS SPRINGS, FL 34434
CLYDE HOLME	8327 NORTH ELKCAM CITRUS SPRINGS, FL 34434
LORAIN HOLME	8327 NORTH ELKCAM CITRUS SPRINGS, FL 34434

Directors shall have authority to fix the compensation of themselves and all officers and employees unless otherwise provided in these Article or the Bylaws. If all Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors. At a meeting of the shareholders called expressly for that purpose, any one or more directors may be removed with or without cause, by a vote of the holders of seventy-five percent (75%) of the then issued shares entitled to vote at an election of directors.

**ARTICLE VII**  
**Initial Incorporator**

The name and address of the original incorporator are:

<u>Name</u>	<u>Address</u>
STEVE HOLME	8327 NORTH ELKCAM CITRUS SPRINGS, FL 34434

**ARTICLE VIII**  
**Shareholder Action**

An affirmative vote of shareholders' owning more than fifty percent (50%) of the issued shares of the Corporation shall be required for any shareholder action.

**ARTICLE IX**  
**Amendment of Articles of Incorporation**

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a properly noticed stockholders' meeting, with not less than a majority vote of the common stock.

**ARTICLE X**  
**Preemptive Rights**

The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Director(s), such shares of the stock of this Corporation as may be issued for money, or any property or services from time to time in addition to that stock presently authorized and issued by the Corporation. The preemptive right of any shareholder is determined by a ratio of the authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized and issued.

**ARTICLE XI**  
**Cumulative Voting**

The shareholders of this Corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected multiplied by the number of his or her shares, and to distribute them among as many candidates as he or she may wish. Notice that said shareholder intends to cumulate his or her votes at said election must be given by the shareholder to the President or a Vice-President of said

Corporation not less than twenty-four (24) hours prior to the time set for the holding of a shareholders' meeting for the election of directors.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Dunnellon, Florida, on this the 29 day of Oct, 1997.

WITNESS:

Barbara Jackson By: Steve Holme  
Allison Beall STEVE HOLME

STATE OF FLORIDA  
COUNTY OF Marion

BEFORE ME, the undersigned authority, personally appeared STEVE HOLME, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation and who did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

SUBSCRIBED AND SWORN to before me this 29 day of Oct, 1997.

NU Dr. hic

336293639153

Patricia A Jackson  
NOTARY PUBLIC

My commission expires:  
Printed Name:



PATRICIA A JACKSON  
My Commission CC424900  
Expires Dec. 06, 1998  
Bonded by ANB  
800-852-5878

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

Under the laws of the State of Florida, XX(name of corp), with its principle office as indicated in its Articles of Incorporation, has named STEVE HOLME, located at 8327 NORTH ELKCAM, CITRUS SPRINGS, FLORIDA 34434, as Resident Agent to accept service of process at the registered office within this State of Florida.

**Acknowledgement**

Having been named to accept service of process for CLS GROUP, INC., at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

RESIDENT AGENT:

  
\_\_\_\_\_  
STEVE HOLME

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DIVISION OF CORPORATIONS  
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