

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 NOV 12 AM 10:40

P970000096303

Holmes & Brakel  
International, Inc.

- ☒ Art of Inc. File 8000002344148--0
- ☐ LTD Partnership File -11/12/97--01005--029
- ☐ Foreign Corp. File \*\*\*\*\*78.75 \*\*\*\*\*78.75
- ☐ L.C. File \_\_\_\_\_
- ☐ Fictitious Name File \_\_\_\_\_
- ☐ Trade/Service Mark \_\_\_\_\_
- ☐ Merger File \_\_\_\_\_
- ☐ Art. of Amend. File \_\_\_\_\_
- ☐ RA Resignation \_\_\_\_\_
- ☐ Dissolution / Withdrawal \_\_\_\_\_
- ☐ Annual Report / Reinstatement \_\_\_\_\_
- ☐ Cert. Copy \_\_\_\_\_
- ☒ 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 \_\_\_\_\_
- ☐ Courier \_\_\_\_\_

Signature \_\_\_\_\_

Requested by: LS

Name \_\_\_\_\_

Date 11/12

Time 8:51

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

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RP  
11-12-97

ARTICLES OF INCORPORATION  
OF  
***Holmes & Brakel International, Inc.***

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*The undersigned incorporator, for the purpose 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 Holmes & Brakel International, Inc.

ARTICLE II PURPOSES

The 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 TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE IV PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 3505 Frontage Road, Suite 390, Tampa, FL 33607.

ARTICLE V CAPITAL STOCK

The aggregate number of shares of stock this corporation is authorized to issue is One Thousand (1000). Such shares shall have a par value of one dollar (\$1.00) and shall be of a single class.

ARTICLE VI PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares, and securities convertible into shares, of any class, kind or series in this corporation that may from time to time be issued, whether or not presently authorized, including issued shares acquired by the corporation, in the ratio that the number of shares he holds at the time of issue, bears to the total number of issued shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of required notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

## ARTICLE VII DIRECTORS

The maximum number of directors may be increased or diminished from time to time by amendment to the bylaws in accordance therewith, but shall never be less than one (1).

## ARTICLE VIII MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special, regular and annual meetings of the board of directors by means of conference telephone or similar communications equipment as provided by law.

## ARTICLE IX INDEMNIFICATION

The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this corporation and pursuant to the provisions of the Florida Business Corporation Act as amended.

## ARTICLE X BYLAWS AND STOCKHOLDERS AGREEMENT

Where the bylaws are amended for the purpose of changing, modifying or otherwise repealing provisions respecting the management of the corporation, then only the stockholders of the corporation shall have the power to so adopt, amend, modify or repeal such bylaws. The stockholders by agreement, or the bylaws of the corporation may restrict the transfer or encumbrance of any and all of the stock of the corporation, including but not limited to, provisions for the transfer of the stock owned by retiring, disabled or deceased stockholders, or any stockholder required to sever financial interests in the corporation.

## ARTICLE XI AMENDMENT

These Articles of Incorporation may be amended in the manner provided by the Florida Business Corporation Act, as amended. 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 XII INITIAL REGISTERED AGENT AND ADDRESS


The name and street address of the initial registered agent and office in the State of Florida is Nickolas C. Ekonomides, 201 N. Franklin Street, Suite 2350, Tampa, Florida 33602. 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 XIII INCORPORATOR

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

Nickolas C. Ekonomides  
Ekonomides & Associates  
Attorneys and Counselors At Law  
201 N. Franklin Street, Suite 2350  
Tampa, Florida 33602

IN WITNESS WHEREOF, the undersigned incorporator has set his hand and acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 10<sup>th</sup> day of November 1997.

  
\_\_\_\_\_  
Incorporator

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CERTIFICATE OF DESIGNATION OF  
REGISTERED OFFICE AND REGISTERED AGENT  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA

To: The Department of State  
Tallahassee, Florida 32314

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

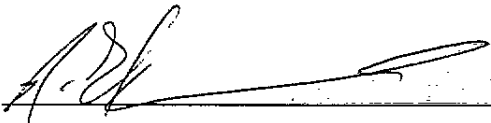
1. The name of the corporation is:

Holmes & Brakel International, Inc.

2. The name and address of the registered agent and office is (P.O. Box not acceptable):

Nickolas C. Ekonomides  
Ekonomides & Associates  
Attorneys and Counselors At Law  
201 N. Franklin Street, Suite 2350  
Tampa, Florida 33602

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: 

Date: 11/10/97