

SCOTT & SCOTT  
ATTORNEYS AT LAW

PORTIA B. SCOTT

W.R. SCOTT (OF COUNSEL)

(561) 287-0096 • (561) 597-4896 • (561) 287-0669

November 10, 1997

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32301

900002348419-0  
-11/17/97-01038-011  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir or Madam:

Please find enclosed original Article of Incorporation to be filed and given charter numbers along with a copy for date, time stamp and return.

Also enclosed is our check in the amount of \$70.00 to cover the costs of filing.

Please return copy to this office in the envelope provided.

If you should have any questions or need anything further, please do not hesitate to contact our office. Thank you for your cooperation with regard to this matter.

Very truly yours,

*Karon Andrick Pitts*  
Karon Andrick Pitts  
Office Manager

FILED  
97 NOV 17 PM 2:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1045 EAST OCEAN BOULEVARD, SUITE 5, STUART, FLORIDA 34996

ARTICLES OF INCORPORATION

OF

THOMAS D. VOSS, INC.

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is THOMAS D. VOSS, INC.

ARTICLE II. NATURE OF CORPORATE BUSINESS

The corporation is principally engaged in any activity or business permitted under the laws of the United States of America and under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any time is ONE THOUSAND TWO HUNDRED (1,200) shares of common stock, each share having a par value of One Cent (\$.01).

Authorized capital stock may be paid for in cash, services or property at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IIII. PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any additional stock after the first offering, by the corporation of the same kind, class or series as that which he already

holds, shall have the right to purchase his prorata share thereof, at the price at which it is offered to others, which price may be in excess of par value and determined by the Board of Directors at any regular or special meeting.

#### ARTICLE V. TERM OF EXISTENCE

This corporation shall have perpetual existence.

#### ARTICLE VI. ADDRESS

The initial street address of the principal office of this corporation is 70 Aqua Ra Drive, Jensen Beach, Florida 34957.

#### ARTICLE VII. DIRECTORS

The corporation shall have three (3) Directors initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one.

#### ARTICLE VIII. INITIAL DIRECTORS

The names and street addresses of the Board of Directors who shall hold office until their successors are elected and have qualified are:

|                    |   |
|--------------------|---|
| JUDY E. VOSS       | 70 Aqua Ra Drive<br>Jensen Beach, Florida 34957 |
| THOMAS D. VOSS     | 70 Aqua Ra Drive<br>Jensen Beach, Florida 34957 |
| TERESA E. WILLIAMS | 861 Orchid Drive<br>Plantation, Florida 33317   |

#### ARTICLE VIII. SUBSCRIBERS AND INCORPORATORS

The name and street address of the Subscribers and

Incorporators executing these Articles of Incorporation are:

JUDY E. VOSS                      70 Aqua Ra Drive  
Jensen Beach, Florida 34957

THOMAS D. VOSS                70 Aqua Ra Drive  
Jensen Beach, Florida 34957

TERESA E. WILLIAMS        861 Orchid Drive  
Plantation, Florida 33317

#### ARTICLE X. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law.

Every amendment shall be approved by the Board of Directors, proposed to the Stockholders, and approved at the Stockholders' meeting by a majority vote of Shareholders.

#### ARTICLE XI. ALIENATION OF SHARES

A. Any shareholder who desires to sell, assign, or in any way alienate his or her share or shares, EXCEPTING ownership passing through testate or intestate succession, or disbursement from a trust, of the corporation must give first option of purchase to the corporation the price of which shall be the same as any bona-fide offer made by any person whomsoever. Said option, if it is to be exercised at all, must be rejected or exercised by the corporation within forty-five (45) days of notification, in writing, by the shareholder of his or her desire to alienate the share(s).

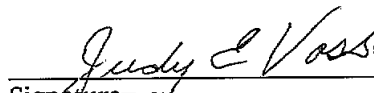
B. If corporation has not rejected nor accepted the option within the 45 day period the option shall be deemed rejected and the other shareholders shall then have the right to likewise exercise a 45 day option to purchase the shares, using the same formula for price as is set forth immediately above as a price floor.

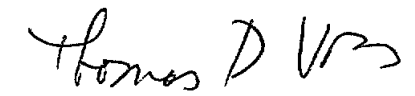
C. If neither the corporation nor the other shareholders exercise the option within the proper time frames, the shareholder desiring to alienate his or her shares may do so freely, at any price or for any consideration the shareholder seeking to alienate the shares may be able to obtain.

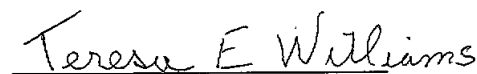
ARTICLE XII. REGISTERED AGENT AND OFFICE

The Registered Agent designated for this corporation is PORTIA B. SCOTT, 1508 Lark Avenue, Stuart, Florida 34996.

IN WITNESS WHEREOF, we, the undersigned, have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 6th day of November, 1997.

  
\_\_\_\_\_  
Signature  
Judy E. Voss

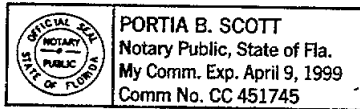
  
\_\_\_\_\_  
Signature  
Thomas D. Voss

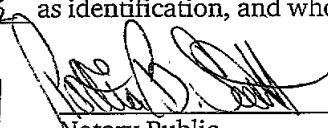
  
\_\_\_\_\_  
Signature  
Teresa E. Williams

STATE OF FLORIDA }  
 }  
COUNTY OF MARTIN}

The foregoing instrument was acknowledged before me this  
6th day of November, 1997, by Judy E. Voss, ( ) who is personally known to me or (✓) who  
has produced FLORIDA DRIVER'S LICENSE as identification, and who ( ) did (✓) did not  
take an oath.

(seal)

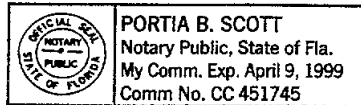



  
Notary Public

STATE OF FLORIDA }  
 }  
COUNTY OF MARTIN}

The foregoing instrument was acknowledged before me this  
6th day of November, 1997, by Thomas D. Voss, ( ) who is personally known to me or (✓) who  
has produced FL. DRIVER'S LICENSE as identification, and who ( ) did (✓) did not  
take an oath.

(seal)



  
Notary Public

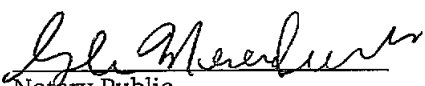
STATE OF FLORIDA }  
 }  
COUNTY OF MARTIN}

The foregoing instrument was acknowledged before me this  
6th day of NOVEMBER, 1997, by Teresa E. Williams, (✓) who is personally known  
to me or ( ) who has produced \_\_\_\_\_ as identification, and who ( ) did  
(✓) did not take an oath.

(seal)



GLEN MEIERDIERCKS  
My Commission CC353141  
Expires May. 15, 1998  
Bonded by ANB  
800-852-5878

  
Notary Public

ACCEPTANCE

I hereby accept the foregoing designation of Registered Agent of Thomas D. Voss,  
Inc.

DATED this 6th day of November, 1997.

  
\_\_\_\_\_  
PORTIA B. SCOTT  
Registered Agent

FILED  
97 NOV 17 PM 2:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA