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97 NOV 21 PM 3:04

FRED M. SCHATZ INC.

18619 Avenue Capri
Lutz, FL 33549
(813) 948-2900

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Nov 3, 1997

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****122.50 ****122.50

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

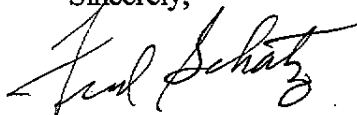
Dear Sir:

Enclosed is the original and one copy of the Articles of Incorporation of Fred M. Schatz Inc.

A check for \$122.50 is enclosed for the filing and certified copy. We are also enclosing a self-addressed envelope for the return mail.

We appreciate your prompt attention on this matter and if there are any questions, please advise.

Sincerely,



Frederick M. Schatz

tw97-25776
11/14/97
P. Hall NOV 21 1997



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 14, 1997

FREDERICK M. SCHATZ
18619 AVENUE CAPRI
LUTZ, FL 33549

SUBJECT: FRED M. SCHATZ INC.
Ref. Number: W97000025776

We have received your document for FRED M. SCHATZ INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 697A00054791

The documents have been changed.

*Thanks
Fred Schatz*

ARTICLES OF INCORPORATION

OF

FRED M. SCHATZ INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe, and acknowledge and file with the Secretary of State of Florida these Articles of incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I NAME

The name of this corporation shall be:

FRED M. SCHATZ INC.

ARTICLE II EXISTENCE OF CORPORATION

This corporation shall have perpetual existence.

ARTICLE III PURPOSES

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV POWERS

The corporation shall have power:

(a) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof to be impressed affixed, or in any other manner reproduced.

(b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(d) To lend money to, and to use its credit to assist, its officers and employees in accordance with Section 607.141, Florida Statutes.

(e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of and otherwise use and deal in and with, shares or other interests in, or obligations of other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

(g) To lend money for its corporate purposes, invest and reinvest funds, and take and hold real and personal property as security for the payment of funds so loaned and invested.

(h) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(i) To elect or appoint officers and agents of the corporation and to define their duties and fix their compensation.

(j) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of the affairs of the corporation.

(k) To make donations for the public welfare or for charitable, scientific, or educational purposes.

(l) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(m) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans, and other incentives and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(n) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at its death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(o) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprises.

- (p) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V CAPITAL STOCK

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 500 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE VI PRINCIPAL OFFICE, REGISTERED OFFICE AND REGISTERED AGENT

The street address of the corporation's initial principal and registered office is 18619 Avenue Capri, Lutz, Florida 33549 and the name of the corporation's initial registered agent at such address is Frederick M. Schatz. The corporation may change its registered office or its registered agent, of both, by filing with the Department of State of the State of Florida a statement complying with Section 607.0501 or 617.0501, Florida statutes.

ARTICLE VII INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors shall be one (1), and the name and address of the person who is to serve as a member thereof is as follows:

<u>Name</u>	<u>Address</u>
Frederick M. Schatz	18619 Avenue Capri Lutz, Florida 33549.

ARTICLE VIII INCORPORATOR

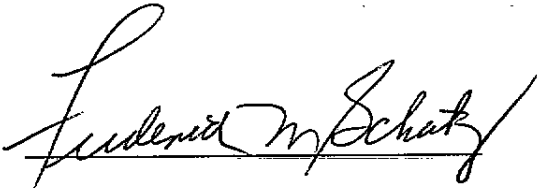
The name and address of the incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
<u>Frederick M. Schatz</u>	18619 Avenue Capri Lutz, Florida 33549

ARTICLE IX AMENDMENT OF ARTICLES OF INCORPORATION

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

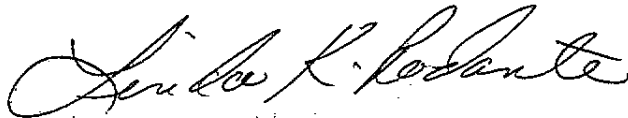
In witness whereof I, the undersigned, have executed these Articles for the uses and purposes therein stated.



STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

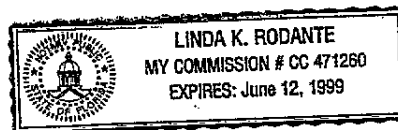
Before me, the undersigned authority, on this 7 day of 11 1997, Frederick M. Schatz, Florida drivers license number S320-253-40-418-0 personally appeared to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledge to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

Witness my hand and official seal the date aforesaid.



NOTARY PUBLIC

My Commission Expires:



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

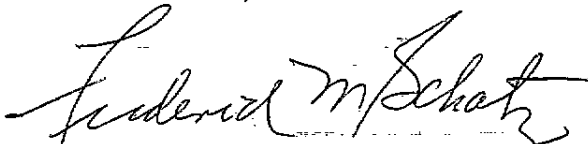
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: FRED M. SCHATZ INC.

2. The name and address of the registered agent, registered office and principal office is:
FREDERICK M. SCHATZ
18619 AVENUE CAPRI
LUTZ, FLORIDA 33549

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.

November 04, 1997



DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL
32314