

P97000100762

Requestor's Name

*Abyss Oil Company*

*P.O. Box 2195  
1502 S. Lenna Ave.  
Seffner, FL 33584*

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
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(Corporation Name) (Document #)

- ☐ Walk in      ☐ Pick up time \_\_\_\_\_      ☐ Certified Copy  
☐ Mail out      ☐ Will wait      ☐ Photocopy      ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Examiner's Initials

QN12-1-97

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
ALL TEMPS USA, INC.

The undersigned natural person(s) of legal age, acting as incorporator(s) under the provisions of Florida Status, Chapter 607, adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of this corporation and principal office shall be:

ALL TEMPS USA, INC.  
5212 E HARTFORD ST.  
TAMPA, FL 33619

ARTICLE II

Purposes

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE III

Stock Clause

The aggregate numbers of shares of stock which this corporation shall have authority to issue shall be twenty thousand (20,000) shares of common stock having \$1.00 par value per share.

#### ARTICLE IV

##### Subscribers, Incorporators, and Directors

The name and address of the Subscriber(s), Incorporator(s), and Director(s) are:

Name

Address

CHERYL A. SULLIVAN

5212 E HARTFORD STREET  
TAMPA, FL 33619

#### ARTICLE V

##### Informal Shareholder Action

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.394 and the bylaws.

#### ARTICLE VI

##### Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

a) Amendment, alteration, change or repeal of any provisions of the Articles of Incorporation;

b) Reorganization, merger or consolidation of the corporation;

c) Sale, lease or exchange of the major portion of the property or assets of the corporation;

d) Dissolution of the corporation;

e) Issuance of shares of any class, series or kind of stock (whether or not presently authorized), including treasury stock.

## ARTICLE VII

### 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 of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number shares he holds at the time of issue bears to the total numbers of shares outstanding exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the pre-shares within 30 days, etc. 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 VIII

### Directors

A. The business of the corporation shall be managed initially by a board of one (1) Director. The number of Directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) Director.

B. In any election of Directors by the shareholders, each shareholder of record entitled to vote shall have the right to cumulate his shares and to give one candidate as many votes as shall equal the number of Directors to be elected multiplied by the number of shares owned by such stockholder, or to distribute them on the same principle amount as many candidates as he sees fit;

provided, however, that notice shall be given by any shareholder to the President or an Executive Vice President of the Corporation not less than twenty four (24) hours before the time fixed for the holding of the meeting for the election of Directors that he intends to accumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the bylaws of the corporation.

C. Members of the board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

D. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed by the President, or in his absence the Executive Vice President who shall be of full age.

#### ARTICLE IX

##### Long-Term Employment Contract

The board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods longer than one year, and any charter or by-law provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

#### ARTICLE X

##### Effective Date

The date that corporate existence shall begin and shall be upon filing the Articles with the Secretary of State.

This election is pursuant to Florida Statute 607.167.

ARTICLE XI

Registered Office and Registered Agent

The address of the initial registered by office of this corporation is: 5212 E HARTFORD STREET  
TAMPA, FL 33619

The name of the registered Agent of this corporation is:  
Chela Sullivan "I am familiar with and accept the duties and responsibilities as registered agent of said corporation."

ARTICLE XII

Bylaws

Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the Stockholders, except otherwise provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation, executes these Articles of Incorporation and certifies to the truth of the facts herein stated, this 20<sup>th</sup> day of November, 1997.

Chela Sullivan

STATE OF FLORIDA )  
COUNTY OF HILLSBOROUGH)

BEFORE ME, the undersigned officer, duly authorized to administer oaths and take acknowledgments, personally appeared the above subscriber, who, after being duly cautioned and sworn, did depose and say that he has affixed his name to the foregoing Articles of Incorporation as the original subscriber to said corporation, for the purposes therein expressed.

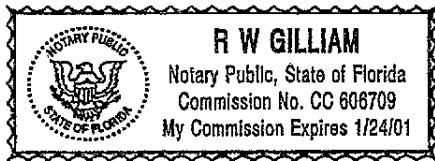
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FILED

WITNESS my hand and official seal at Tampa, Hillsborough  
County,

Florida, this 26<sup>th</sup> day of November, 1997.

R. W. Gilliam



NOTARY PUBLIC, State of Florida

My Commission expires: