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ACCOUNT NO. : 072100000032

REFERENCE : 661980 80881A

AUTHORIZATION :

*Patricia Pizzuto*

COST LIMIT : \$ 70.00

ORDER DATE : January 8, 1998

ORDER TIME : 11:44 AM

ORDER NO. : 661980-005

700002394067--2

CUSTOMER NO: 80881A

CUSTOMER: Joan W. Byrd, Legal Assistant  
FASSETT ANTHONY & TAYLOR,  
P.A.  
Orange Bank Bldg., Suite 500  
14 East Washington Street  
Orlando, FL 32801

DOMESTIC FILING

NAME: FIELD PRODUCTS INTERNATIONAL,  
INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

*Dmc  
1-8-98*

**FILED**  
98 JAN -8 PH 3:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**RECEIVED**  
98 JAN -8 PH 1:25  
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION  
OF

FIELD PRODUCTS INTERNATIONAL, INC.

FILED

98 JAN -8 PM 3:18

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator to this Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be FIELD PRODUCTS INTERNATIONAL, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - INITIAL PRINCIPAL OFFICE

The initial principal office of the Corporation shall be located at 405 Douglas Avenue, Suite 1405, Altamonte Springs, Florida 32714.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business purposes.

ARTICLE V - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right

or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be 405 Douglas Avenue, Suite 1405, Altamonte Springs, Florida 32714.

The name of the initial registered agent of this corporation at that address shall be Granville Sharpe.

#### ARTICLE VII - INITIAL DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This

corporation shall have one Director, initially. The name and street address of the initial member of the Board of Directors is:

<u>Name</u>	<u>Address</u>
Granville Sharp	405 Douglas Avenue, Suite 1405, Altamonte Springs, Florida 32714

#### ARTICLE VIII - OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Granville Sharpe	405 Douglas Avenue Suite 1405 Altamonte Springs, Florida 32714	President/ Secretary and Treasurer

#### ARTICLE IX - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

#### ARTICLE X - SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

#### ARTICLE XI - INDEMNITY

Every Director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities including attorney's fees, reasonably incurred by or imposed upon

him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer at the time such expenses are incurred, except in such cases where the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event of any claim for reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or other officer may be entitled.

**ARTICLE XII - INCORPORATOR**

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

Granville Sharpe  
405 Douglas Avenue, Suite 1405,  
Altamonte Springs, Florida 32714

**ARTICLE XIII - BY-LAWS**

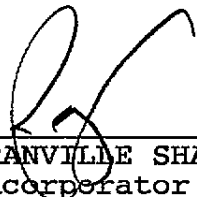
The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal By-Laws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such By-Laws. In addition such By-Laws may include, by unanimous decision of all the shareholders,

any regulatory or restrictive provisions regarding the sale, transfer, or other disposition of any of the outstanding shares of stock of this corporation by any of its shareholders, or in the event of the death of any of its shareholders.

ARTICLE XI - AMENDMENT

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

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 5<sup>th</sup> day of January, 1997.


  
\_\_\_\_\_  
GRANVILLE SHARPE (SEAL)  
Incorporator

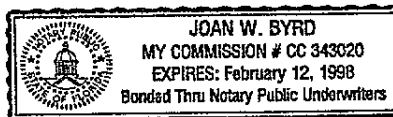
STATE OF FLORIDA  
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments in the State and County aforesaid, personally appeared GRANVILLE SHARPE, to me known to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this 5<sup>th</sup> day of January, 1997.

(SEAL)

  
\_\_\_\_\_  
Notary Public  
Print Name: Joan W. Byrd  
My commission expires:  
Commission No.:



CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE  
FOR SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING REGISTERED AGENT UPON WHICH  
PROCESS MAY BE SERVED

FILED

98 JAN -8 PM 3:18

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

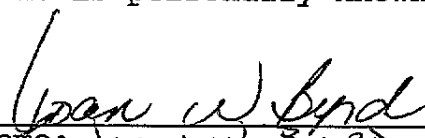
THAT, FIELD PRODUCTS INTERNATIONAL, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Altamonte Springs, County of Seminole, State of Florida, has named as its Registered Agent Granville Sharpe, 405 Douglas Avenue, Suite 1405, Altamonte Springs, Florida 32714, to accept service of process within this State.

ACKNOWLEDGMENT

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

  
\_\_\_\_\_  
GRANVILLE SHARPE

*January* SWORN TO AND SUBSCRIBED before me this 5<sup>th</sup> day of ~~December~~, 1998 by GRANVILLE SHARPE, who is personally known to me and who did take an oath.

  
\_\_\_\_\_  
Name: JOAN W BYRD  
Notary Public, State of Fla.  
Serial No. \_\_\_\_\_  
My commission expires: \_\_\_\_\_

