

P 9 8 0 0 0 0 / 3 5 6 7

Port Royal, Inc.  
11206 Marigold Drive  
Lakewood Ranch, Florida 34202

FILED  
98 FEB -9 AM 9:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

January 12, 1998

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

400002411584--8  
-01/26/98--01071--008  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir:

8

I am enclosing the Articles of Incorporation for PORT ROYAL, INC. for your filing. Our check for \$122.50 is enclosed to cover the following items

\$ 35.00	filing fee for Articles of Incorporation
52.50	certified copy of Articles of Incorporation
<u>35.00</u>	registered agent fee - Articles of Incorporation
<u>\$122.50</u>	Total

Thank you for your attention to this matter.

Very truly yours,

*Monica Fitzgerald*

Monica Fitzgerald

~~4198-1956~~  
2544

Enclosures

F. CHESSE

FEB 11 1998



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

January 28, 1998

MONICA FITZGERALD  
11206 MARIGOLD DRIVE  
LAKEWOOD RANCH, FL 34202

SUBJECT: PORT ROYAL, INC.  
Ref. Number: W98000001956

FILED  
98 FEB -9 AM 9:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for PORT ROYAL, 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):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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) 487-6904.

Freida Chesser  
Corporate Specialist

Letter Number: 098A00004759

*O.K. to make changes  
on original. Per Freida 4 Feb.*

ARTICLES OF INCORPORATION  
OF  
PORT ROYAL INC.

I, the undersigned incorporator, hereby associate myself to make, subscribe, acknowledge and file with the Secretary of the 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:  
INTERNATIONAL  
PORT ROYAL, INC.

ARTICLE II

BUSINESS, OBJECTS OR PURPOSE

The general nature of the business to be transacted by this corporation, or the objects or purposes of the corporation shall be as follows:

(a) To engage in any lawful enterprise, whether commercial, industrial or agricultural, calculated or designed to be profitable to this corporation;

(b) To generally engage in, do or perform, any enterprise, act or vocation that a natural person might or could do or perform;

(c) To purchases or otherwise acquire, to own, mortgage, pledge, sell, assign or otherwise dispose of; and to invest, trade, deal in and with real personal property of every class and description.

(d) To purchase lease and hold real and personal property and any estate and interest therein and chosen in action secured thereby; to improve, manage, operate, sell, mortgage, lease and otherwise dispose of any property; to loan money upon such property and to take mortgages and assignments of mortgages on the same; and to transact all or any other business which may be necessary of incidental or proper to the exercise of any and all the aforesaid purposes of the corporation;

(e) To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purposes; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times secured by mortgage or otherwise;

FILED  
98 FEB -9 AM 9:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(f) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or by bonds issued by, or evidence of indebtedness created by, any other corporation or corporations and while owing said stock to exercise all rights, powers and privileges of ownership, including the right to vote thereon;

(g) To purchase, sell and transfer shares of its own capital stock;

(h) To acquire, enjoy, utilize and dispose of patents, copyrights, trademarks and any licenses or other rights or interest therein and thereunder;

(i) In general, to carry on any business in connection with the foregoing and to have and exercise all powers conferred by the laws of Florida upon corporations formed under the general corporations acts of the State of Florida, and any amendments thereof, and to do any and all things here before set forth to the same extent as a natural person might or could do.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of special powers shall not be held to the limit or restrict in any manner the powers of this corporation.

### ARTICLE III

#### CAPITAL STOCK

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 7,500 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 shareholders. All or any part of said capital stock may be paid for in cash, in property or in labor of services 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.

(c) The holders of the stock of the corporation shall have preemptive right to subscribe for and purchase their proportionate share of any additional stock issued by the corporation from and after the issuance of the shares originally subscribed for by the stockholders of this corporation, whether such additional shares be issued for cash, property, services or any other consideration and whether or not such shares be presently authorized or be authorized subsequently to these Articles of Incorporation.

(d) The original issue of Corporate stock shall avail itself of the provisions of Section 1244 of the Internal Revenue Code.

#### ARTICLE IV

##### CAPITAL TO BEGIN BUSINESS

The amount of capital with which this corporation will begin business will be Five Hundred Dollars (\$500.00).

#### ARTICLE V

##### EXISTENCE OF CORPORATION

This corporation shall have perpetual existence.

#### ARTICLE VI

##### PRINCIPAL OFFICE

The principal office of this corporation shall be located at 11206 Marigold Drive, Lakewood Ranch, Florida 34202, but the corporation shall have the power to relocate its principal office or to establish branch offices at other places within or without the State of Florida as may be determined and deemed expedient.

#### ARTICLE VII

##### BOARD OF DIRECTORS

There shall be a Board of Directors for this corporation which shall consist of not less than one (1) and not more than five (5) members, the number of the same to be fixed by the stockholders or by the corporate by-laws. Each of the said directors shall be of full age and at least one of them shall be a citizen of the United States. A quorum for the transaction of business shall be a majority of the directors qualified and active, and the act of a majority of the directors qualified and active, and the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office, at any time, with or without cause.

#### ARTICLE VIII

##### FIRST BOARD OF DIRECTORS

The name and address of the member of the first Board of Directors of this corporation, who subject to these Articles of Incorporation and the laws of the State of Florida, shall hold office, for the first year of the existence of this corporation, or until an election is held by the stockholder for the election of permanent directors, or until their successors have been duly elected and qualified is:

<u>NAME</u>	<u>ADDRESS</u>
Monica Fitzgerald	11206 Marigold Drive Lakewood Ranch, Florida 34202 President/Secretary/Director

## ARTICLE IX

### SUBSCRIBER

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

<u>NAME</u>	<u>ADDRESS</u>
Monica Fitzgerald	11206 Marigold Drive Lakewood Ranch, Florida 34202

## ARTICLE X

### TRANSACTIONS WITH CORPORATION

No contact or other transaction between this corporation and any other corporation, and no other contact or transaction of this corporation, shall in any way be effected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in any other corporation. Any director individually, or any firm of which any director may be a member, may be a party of, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors. Any director of this corporation who is also a director or officer of such other corporation or member of such a firm, or who is so interested, may be counted in determining the existence of as quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such officer or director of such other corporation or member of such firm, or not so interested.

## ARTICLE XI

### BY-LAWS

(a) The power to adopt the by-laws of this corporation to alter, amend or repeal the by-laws or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by vote of the stockholders. No by-law which had been altered, amended or adopted by such a vote of the stockholders may be altered, amended or repealed by vote of the directors until two years shall have expired since such action by vote of such stockholders.

(b) The by-laws of this corporation shall be for the betterment of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation or contrary to the laws of this state or of the United States.

## ARTICLE XII

### 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.

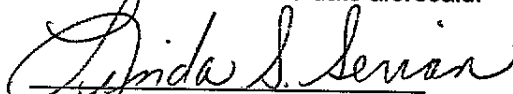
IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.

  
\_\_\_\_\_  
MONICA FITZGERALD

STATE OF FLORIDA  
COUNTY OF MANATEE

BEFORE ME, the undersigned authority, on this 19<sup>th</sup> day of January, 1998, personally appeared Monica Fitzgerald, to me well known to be the persons described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that they executed the same freely and voluntarily, for the uses and purposes therein, expressed.

WITNESS my hand and official seal and date aforesaid.

  
\_\_\_\_\_  
NOTARY PUBLIC  
LINDA S. SERIAN  
Notary Public, State of Ohio  
My Commission Expires Aug. 5, 1999

COMMISSION EXPIRES:

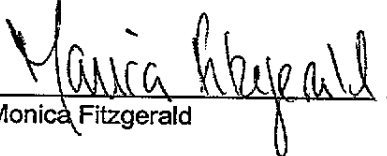
DESIGNATION OF RESIDENT AGENT

In pursuance of Chapter 24.091, Florida Statutes, the following is submitted in compliance with said act: That Port Royal, 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 County of Manatee, State of Florida, has named Monica Fitzgerald located at 11206 Marigold Drive, County of Manatee, State of Florida as its agent to accept service of process within this state.

INTERNATIONAL

ACKNOWLEDGEMENT

Having been named to accept Service of Process for the above stated Corporation at the place designated in this certificate, we hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.

  
Monica Fitzgerald

FILED  
98 FEB -9 AM 9:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA