

P98000014160

Drosos A. Spirtos  
1116 South Florida Avenue  
Tarpon Springs, Florida 34689  
813-934-0703

February 9, 1998

**VIA FEDERAL EXPRESS**

Secretary of State  
Division of Corporations-  
Post Office Box 6327  
Tallahassee, Florida 32314

000002427290--8  
-02/11/98--01022--014  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: **Mariadne, Inc.**  
**Articles of Incorporation**

EFFECTIVE DATE  
2-6-98

Gentlemen:

On behalf of the above-referenced corporation, enclosed please find two executed copies of the Articles of Incorporation and a check in the amount of \$78.75 representing the filing fee and the registered agent fee.

Your attention is directed to Article II of the Articles of Incorporation which states a specific commencement date for this Corporation. Please make sure your records indicate the correct effective date.

Please acknowledge filing of this document by stamping the duplicate copy and returning it to me. If you should have any questions or require further information, please contact me by telephone.

Sincerely,

*Drosos A. Spirtos*  
Drosos A. Spirtos

DAS/dkt

Enclosures

*Mr. Spirtos* GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT *change effective date to 2/6/98*  
DATE *2/10/98*  
EOB. EASM *BB*

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 FEB 11 PM 12:47

FILED

B. BROCK FEB 12 1998

EFFECTIVE DATE  
2-6-98

**ARTICLES OF INCORPORATION  
OF  
MARIADNE, INC.**

**ARTICLE I**

**NAME**

The name of this corporation is MARIADNE, INC.

**ARTICLE II**

**PRINCIPAL OFFICE**

The principal office of this corporation and the mailing address of this corporation is 1116 S. Florida Avenue, Tarpon Springs, Florida 34689.

**ARTICLE III**

**PRINCIPAL OFFICE**

The principal office of this corporation is 1116 S. Florida Avenue, Tarpon Springs, Florida 34689, and the mailing address of this corporation is 1116 S. Florida Avenue, Tarpon Springs, Florida 34689.

**ARTICLE IV**

**DURATION; EFFECTIVE DATE**

This corporation shall exist perpetually, commencing as of February 6, 1998.

**ARTICLE V**

**PURPOSES**

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

**FILED**  
98 FEB 11 PM 12:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLE VI**

### **CAPITAL STOCK**

This corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

## **ARTICLE VII**

### **REGISTERED OFFICE AND REGISTERED AGENT**

The name of the initial Registered Agent of this corporation and the street address of the initial Registered Office are: Drosos A. Spirtos, 1116 S. Florida Avenue, Tarpon Springs, Florida 34689. The Registered Agent, by his execution of these Articles of Incorporation as incorporator, accepts the appointment as registered agent and agrees to comply with the provisions of all statutes relative thereto, including the obligations of § 607.0501, Florida Statutes.

## **ARTICLE VIII**

### **INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The name and address of the initial director of this corporation is Drosos A. Spirtos, 1116 S. Florida Avenue, Tarpon Springs, Florida 34689.

## **ARTICLE IX**

### **INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is Drosos A. Spirtos, 1116 S. Florida Avenue, Tarpon Springs, Florida 34689.

## **ARTICLE X**

### **AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

## **ARTICLE XI**

### **BYLAWS**

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

## **ARTICLE XII**

### **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 607.0704 and the Bylaws.

## **ARTICLE XIII**

### **PREEMPTIVE 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), in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding. This right is granted with respect to all shares of stock of the corporation, including:

1. Shares issued as compensation to directors, officers, agents, or employees of the corporation or its subsidiaries or affiliates;

2. Shares issued to satisfy conversion or option rights created to provide compensation to directors, officers, agents, or employees of the corporation or its subsidiaries or affiliates;

3. Shares authorized in these Articles of Incorporation that are issued within six (6) months from the effective date of incorporation;

4. Shares sold otherwise than for money.

This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the price, terms and conditions of the issue of shares and inviting him to exercise his preemptive 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 XIV**

#### **CUMULATIVE VOTING**

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 among as many candidates as he sees fit; provided, however, that notice shall be given by any shareholder to the President or a 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 this corporation.

#### ARTICLE XV

#### 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 Bylaw provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contract.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this

9 day of ~~December 29, 1997~~ <sup>FEB. 1998</sup>.

  
DROSOS A. SPIRTOS, INCORPORATOR

FILED  
98 FEB 11 PM 12:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA