

P98000041304

PARA-LINK INTERNATIONAL

5150 Royal Palm Avenue
Sarasota, FL 34234

City/State/Zip

Phone #

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-04/29/98--01093--010
*****70.00 *****70.00

Office Use Only

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

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

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 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

90 MAY -7 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

B. SROCK MAY 7 1998
148-9765

Examiner's Initials	
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 30, 1998

WILLIAM H. KNUTSON
4640 THOMAS HOBY PLACE
SARASOTA, FL 34241

SUBJECT: C AND B, INC.
Ref. Number: W98000009765

C to B Siesta Key

We have received your document for C AND B, INC. and your check(s) totaling \$70.00. 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.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

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) 487-6925.

Barbara Brock
Document Specialist

Letter Number: 598A00023820

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
FILED

ARTICLES OF INCORPORATION

OF

C to B of Siesta Key, Inc.

ARTICLE I. NAME

The name of this corporation shall be C to B of Siesta Key, Inc.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Department of Corporations. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 1000 shares of Capital Stock at \$1 .00 (One Dollar) par value.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of

new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer
Restrictions Imposed By This Corporation's Articles Of
corporation, A Copy Of Which Is On File At This
Corporation's Principal Office."

ARTICLE VII. INITIAL OFFICERS

The number of directors on this corporation's Initial Officers shall be 1. The number of officers may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one. There will be no board of directors at the present time.

The name and address of each individual who shall serve as a member of the Initial officers are:

President

William H. Knutson
4640 Thomas Hoby Place
Sarasota, FL 34241

Vice-President

Catherine L. Wilkes
4640 Thomas Hoby Place
Sarasota, FL 34241

Secretary

Catherine L. Wilkes
4640 Thomas Hoby Place
Sarasota, FL 34241

Treasurer

William H. Knutson
4640 Thomas Hoby Place
Sarasota, FL 34241

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the physical address of this corporation's initial registered office shall be: 4640 Thomas Hoby Place Sarasota, FL 34241.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: William H. Knutson

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are:

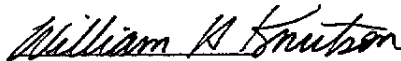
William H. Knutson

4640 Thomas Hoby Place

Sarasota, FL 34241

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.



Incorporator

William H. Knutson

I hereby accept my designation as resident agent and agree to serve as the resident agent of C to B of Siesta Key, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for C to B of Siesta Key, Inc.

William D. Hutson
Registered Agent

APPROVED
AND
FILED

98 MAY -7 AM 10:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA