

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 JUN 12 PM 12:41

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Flagship Forming  
Corporation

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-06/12/98--01040--022  
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DIVISION OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Signature \_\_\_\_\_

Requested by: LS

6/12/98 9:39

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

☒ Art of Inc. File \_\_\_\_\_

\_\_\_\_ LTD Partnership File \_\_\_\_\_

\_\_\_\_ Foreign Corp. File \_\_\_\_\_

\_\_\_\_ L.C. File \_\_\_\_\_

\_\_\_\_ Fictitious Name File \_\_\_\_\_

\_\_\_\_ Trade/Service Mark \_\_\_\_\_

\_\_\_\_ Merger File \_\_\_\_\_

\_\_\_\_ Art. of Amend. File \_\_\_\_\_

\_\_\_\_ RA Resignation \_\_\_\_\_

\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_

\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_

☒ Cert. Copy \_\_\_\_\_

\_\_\_\_ Photo Copy \_\_\_\_\_

\_\_\_\_ Certificate of Good Standing \_\_\_\_\_

\_\_\_\_ Certificate of Status \_\_\_\_\_

\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_

\_\_\_\_ Corp Record Search \_\_\_\_\_

\_\_\_\_ Officer Search \_\_\_\_\_

\_\_\_\_ Fictitious Search \_\_\_\_\_

\_\_\_\_ Fictitious Owner Search \_\_\_\_\_

\_\_\_\_ Vehicle Search \_\_\_\_\_

\_\_\_\_ Driving Record \_\_\_\_\_

\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_

\_\_\_\_ UCC 11 Search \_\_\_\_\_

\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_

\_\_\_\_ Courier \_\_\_\_\_

RP  
06-12-98

**ARTICLES OF INCORPORATION OF  
FLAGSHIP FORMING CORPORATION**

FILED  
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DIVISION OF CORPORATIONS

98 JUN 12 PM 12:41

**A FLORIDA CORPORATION**

**ARTICLE I - NAME**

The name of this corporation is **FLAGSHIP FORMING CORPORATION**

**ARTICLE II - PURPOSE AND NATURE OF BUSINESS**

The purpose and general nature of the business to be conducted and created by this corporation is :

1. The acquisition, development for lease or sale of real estate, filing of applications for financial institution charters and all matters connected therewith.
2. To invest in or engage in any business requiring the owner to own and hold licenses, permits or franchises in connection therewith, and to own and hold same.
3. To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation of this State, or any other state or government, while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.
4. To purchase, hold, sell and transfer shares of its own capital stock, provided that shares of its own capital stock owned by the Corporation shall not be voted upon directly or indirectly, nor be counted as outstanding for the purpose of any stockholder's quorum or vote.
5. To conduct business, have one or more offices, and hold, purchase, mortgage and convey real property in this state, and in any of the several states, territories, possessions, and dependencies of the United States, the District of Columbia and in foreign countries.
6. In any matter to acquire, utilize and to dispose of patents, copyrights, and trademarks, licenses and franchises and any rights of interest therein and thereunder.
7. To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or

cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

8. To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation, or any amendment thereof, or necessary or incidental to the protection and benefit of the Corporation, and in general to carry on any lawful business necessary to, or incidental to, the attainment of the objects of the Corporation, whether or not such business is similar in nature to the objects enumerated in these Articles of Incorporation, or any amendment thereof.

9. To do and perform any other acts or things, and to exercise any and all powers which a co-partnership or natural person could do and exercise, and, which now are, or may be hereafter, authorized by law, and generally, and in addition to the foregoing, to have all the powers and privileges incidental to, or now or hereafter, conferred by law upon a corporation for profit in the State of Florida for the purpose of transacting any or all lawful business.

The foregoing clauses shall be construed both as objects and as powers, and it is hereby expressly provided that the foregoing enumeration of powers shall not be held to limit or restrict in any manner the powers of the Corporation, and each power and object shall be construed as if named separately and alone, and shall not be limited in any way because of the naming of any other power or object.

### **ARTICLE III - CAPITAL STOCK**

The maximum number of shares which the corporation is authorized to have outstanding at any one time is One Thousand (1,000.00) shares of common stock, having nominal par value of Five (\$5.00) Dollars, per share.

### **ARTICLE IV - TERM OR EXISTENCE**

The corporate existence of this Corporation shall begin when these Articles of Incorporation have been executed by the incorporator named below. This Corporation is to exist perpetually.

### **ARTICLE V - ADDRESS**

The initial street address of the principal office of this Corporation in the State of Florida is FLAGSHIP FORMING CORPORATION, is 1741 Main Street, Suite 101, Sarasota, Florida 34236, and whose mailing address is 1741 Main Street, Suite 101, Sarasota, Florida 34236. The Board of Directors may from time to time move the principal office to any other address in Florida. The Corporation shall have the power to establish branch offices and other place of business at such other places within or without

the State of Florida as may be determined and deemed expedient by the Board of Directors from time to time.

#### **ARTICLE VI - DIRECTORS**

This Corporation shall have three directors. The number of directors may be increased or diminished from time to time by the bylaws of the Corporation, but shall never be less than one.

#### **ARTICLE VII - INITIAL DIRECTOR**

The name and street address of the initial directors are:

STEVEN R. JONSSON  
1741 Main Street, Suite 101  
Sarasota, Florida 34236

PIERO RIVOLTA  
215 Robin Drive  
Sarasota, Florida 34236

ROBERT CHRISTOPHER  
1001 3rd Avenue West  
Bradenton, Florida 34205

Said directors shall hold office for the first year of the existence of the Corporation or until their successors are duly elected and have qualified.

#### **ARTICLE VIII - INTIAL OFFICERS**

The name and street address of the initial officers of this Corporation are:

STEPHEN R. JONSSON, President  
1741 Main Street, Suite 101  
Sarasota, Florida 34236

PIERO RIVOLTA - Secretary  
215 Robin Drive  
Sarasota, Florida 34236

ROBERT CHRISTOPHER, Treasurer  
1001 3rd Avenue West  
Bradenton, Florida 34205

Said officers shall hold office for the first year of existence of the Corporation, or until their successors are duly elected and have qualified.

#### **ARTICLE IX - INCORPORATOR**

The name and address of the person signing these Articles is:

STEPHEN R. JONSSON  
1741 Main Street, Suite 101  
Sarasota, Florida 34236

#### **ARTICLE X - RESTRICTIONS ON TRANSFER OF STOCK**

Shares of capital stock of this Corporation shall be issued initially to the following person in the amount set after his name:

STEPHEN R. JONSSON - 100 Shares

The stockholders, by written agreement may restrict the transfer or resale of shares of corporation stock.

#### **ARTICLE XI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 1400 4th Avenue West, Bradenton, Florida 34205, and the name of the initial registered agent of this Corporation at that address is JOSEPH P. VENABLE.

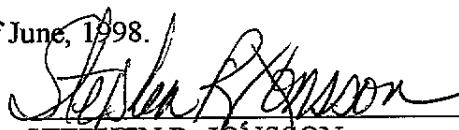
#### **ARTICLE XII - INDEMNIFICATION**

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### **ARTICLE XIII - AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a shareholders meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of the Articles of Incorporation be made.

Subscribed this the 10<sup>th</sup> day of June, 1998.

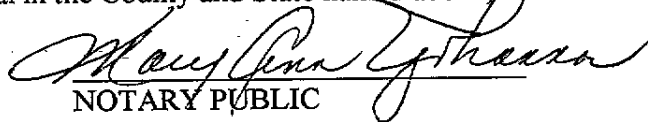
  
STEPHEN R. JONSSON

STATE OF FLORIDA

COUNTY OF MANATEE

Before me, this day personally appeared STEPHEN R. JONSSON, to me personally known to be the person described in the above Articles of Incorporation of FLAGSHIP FORMING CORPORATION, as subscriber, or who has produced DR'S LIC. as identification and acknowledged before me that he executed and subscribed to said Articles of Incorporation, and did not take an oath.

10<sup>th</sup> Witness my hand and official seal in the County and State named above, on this the day of June, 1998.

  
NOTARY PUBLIC

My Commission Expires:



MARYANN YOHANNAN  
My Commission CC503455  
Expires Oct. 19, 1999

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE 22 JUN 12 PM 12:41  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA.  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

THAT FLAGSHIP FORMING CORPORATION, DESIRING TO ORGANIZE OR  
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS  
PRINCIPAL PLACE OF BUSINESS AT CITY OF SARASOTA, STATE OF  
FLORIDA, HAS NAMED JOSEPH P. VENABLE, LOCATED AT 1400 Fourth  
Avenue West, Bradenton, Florida 34205, AS ITS AGENT TO ACCEPT SERVICE OF  
PROCESS WITHIN THE STATE OF FLORIDA.

SIGNATURE



TITLE : President

DATE:

6-10-98

HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR THE  
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS  
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I  
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES  
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE:

DATE:



6-10-98

CorpDsk/FLAGSHIP