

P980000556011



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 857530 7112785

AUTHORIZATION :

COST LIMIT : \$ PPD

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 16 PM 2:38

ORDER DATE : June 16, 1998

ORDER TIME : 11:03 AM

ORDER NO. : 857530-005

CUSTOMER NO: 7112785

300002561243--0
-06/16/98--01089--013
****122.50 ****122.50

CUSTOMER: Larry L. Dillahunty, Esq
LARRY L. DILLAHUNTY, P.A.

248 First Avenue North

Saint Petersburg, FL 33701

DOMESTIC FILING

NAME: SITE RESOURCE DEVELOPMENT,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Robert Turner

EXAMINER'S INITIALS:

2555
W98-13827

RECEIVED
98 JUN 16 PM 12:05
DIVISION OF CORPORATION

of 6/22/98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 16, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: SITE RESOURCE DEVELOPMENT, INC.
Ref. Number: W98000013827

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 16 PM 2:38

RESUBMIT

Please give original
submission date as file date.

We have received your document for SITE RESOURCE DEVELOPMENT, INC..
However, the document has not been filed and is being returned for the following:

The registered agent and street address must be consistent wherever it appears
in your document.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 398A00033446

RECEIVED
98 JUN 22 PM 1:54
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
SITE RESOURCE DEVELOPMENT, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 16 PM 2:38

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation is **SITE RESOURCE DEVELOPMENT, INC.**

ARTICLE II

DURATION

The term of existence of the corporation is perpetual.

ARTICLE III

PURPOSE

The purpose of the Corporation is to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares that the corporation is authorized to issue is One Thousand (1,000) shares, all of which shall be common shares having a par value of One Dollar (\$1.00) per share.

ARTICLE V

PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the right to purchase, subscribe, or receive a right or rights to purchase or subscribe for, at fair market value thereof, a prorata

share (as nearly as can be done without issuance of fractional shares) of:

1. Any stock that the corporation may issue or sell, whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor performed, personal property, or real property, or leases thereof; or

2. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation, or which is attached or pertinent to any warrant or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock.

ARTICLE VI

TRANSFER RESTRICTIONS

Before there can be a valid sale or transfer of any of the shares of the corporation by any holder thereof, such holder shall first offer said shares to the corporation and then to the other holders of shares in the following manner:

1. Such offering shareholder shall deliver a notice in writing by certified mail or other such type of delivery where a signature is required, to the secretary of the corporation stating the price, terms, and conditions of such proposed sale or transfer, the number of shares to be sold or transferred, and his intention to sell or transfer such shares. Within thirty (30) days thereafter, the corporation shall have the prior right to purchase such shares so offered at the price and on the terms and conditions stated in the notice; provided, however, that the corporation shall not at any time be permitted to purchase all of its outstanding voting shares. Should the corporation fail to purchase all of the shares so offered at the expiration of the thirty (30) day period, or prior thereto decline to purchase the shares, the Secretary of the corporation shall, within thirty (30) days thereafter, send by certified mail or deliver to each of the other shareholders of record a copy of the notice given by the shareholder to the secretary. Such notice may be mailed to them at their last known address as such address may appear on the books of the corporation. Within thirty (30) days after the mailing or delivering of the copies of the orders to the shareholders, any such shareholder or shareholders desiring to acquire any part or all of the shares referred to in the notice shall deliver by certified mail, or otherwise, to the Secretary of the corporation a written offer or offers, expressed to be acceptable immediately, to purchase a specified number of such shares at the price and on the terms and conditions stated in the notice. Each such offer shall be

accompanied by the purchase price therefore with authorization to pay such price against delivery of the shares.

2.— If the total number of shares specified in the offers to purchase exceeds the number of shares to be sold or transferred, each offering shareholder shall be entitled to purchase such proportion of such shares as the number of shares of the corporation which he holds bears to the total number of shares held by all shareholders desiring to purchase the shares.

3. If all the shares to be sold or transferred are not disposed of under such apportionment, each shareholder desiring to purchase shares in a number in excess of his proportionate share as provided above, shall be entitled to purchase such proportion of those shares which remain thus undisposed of, as the total number of shares which he holds bears to the total number of shares held by all the shareholders desiring to purchase in excess of those to which they are entitled under such apportionment.

4. If within said thirty (30) day period, the offer or offers to purchase aggregate less than the number of shares to be sold or transferred, the shareholder desiring to sell or transfer such shares shall not be obligated to accept any such offer or offers and may dispose of all of the shares referred to in his notice to any person or persons whomsoever; provided, however, that he shall not sell or transfer such shares at a lower price or on terms more favorable to the purchaser or transferee than those specified in his notice to the secretary of the corporation.

5. Nothing contained in this Article shall restrict the shareholder from transferring shares to immediate family members (spouses, parents, and children only), or to any corporation in which the shareholder or shareholders immediate family members own and maintain a majority interest.

Each share certificate issued shall bear the following legend:

"These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation, which copy of said Articles may be obtained from the corporation's office."

ARTICLE VII

PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the initial principal office of the corporation is 391 Boca Ciega Drive, St. Petersburg, Florida, 33708. The name of the initial Registered Agent of the corporation is **BARBARA ANN WELCH**, located at 391 Boca Ciega Drive, St. Petersburg, Florida, 33708.

ARTICLE VIII

DIRECTORS

The business of the Corporation shall be managed by the shareholders of the Corporation rather than by a Board of Directors; provided, however, the shareholders may, by majority vote based on the shares outstanding, create a Board of Directors, with a Board of not less than three (3) and no more than seven (7) members.

ARTICLE IX

INCORPORATORS

The names and addresses of the incorporator is:

NAME

ADDRESS

CHRISTOPHER VIGILANTE

391 Boca Ciega Drive
St. Petersburg, FL 33708

ARTICLE X

BY-LAWS

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Shareholders.

ARTICLE XI

AMENDMENT

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

IN WITNESS WHEREOF, I have subscribed my name this 10th day of **June, 1998**.


CHRISTOPHER VIGILANTE

STATE OF CONNECTICUT

COUNTY OF NEW HAVEN

BEFORE ME, the undersigned authority, personally appeared **CHRISTOPHER VIGILANTE**, at the time of notarization, who did take an oath and who is personally known to me, or who produced driver's license as identification, executed the foregoing for the purposes therein contained.

WITNESS my hand and official seal in said County and State the 10th day of **June**,
1998.


Notary Public / State of Connecticut

Printed Name: JAMES F. WILLIAMS

My Commission Expires: OCT 31, 1998

My Commission Number: 87367

STATE OF FLORIDA

DEPARTMENT OF STATE

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED AND
NAMES AND ADDRESSES OF THE CORPORATION.

The following is submitted in compliance
with Chapter 48.091, Florida Statutes

SITE RESOURCE DEVELOPMENT, INC., a Corporation, organized under the laws of
the State of Florida, with its principal office at 391 Boca Ciega Drive, St. Petersburg, Florida,
33708, and its mailing address being the same, has named **BARBARA ANN WELCH**, located
at 391 Boca Ciega Drive, St. Petersburg, Florida, 33708, with her residence being the same, as
its agent to accept service of process within the State.

OFFICERS:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
CHRISTOPHER VIGILANTE	391 Boca Ciega Drive St. Petersburg, FL 33708	President/ Secretary/ Treasurer

ACCEPTANCE:

I agree, as Resident Agent, to accept service of process, to keep the office open during
prescribed hours, to post my name in some conspicuous place in the office, as required by law.


BARBARA ANN WELCH

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 16 PM 2:38