

P480000067145

LAW OFFICES OF  
**RANDY E. MERRILL, P.A.**

A PROFESSIONAL LEGAL CORPORATION

4501 NORTH TAMiami TRAIL  
SUITE 208  
NAPLES, FLORIDA 34103

TELEPHONE: (941) 261-6767  
FACSIMILE: (941) 263-7054  
E-MAIL: randymerrill@naplesnet.com

July 16, 1998

800002591628-- 1  
-07/17/98--01047--007  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

*Via Federal Express*

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

**EFFECTIVE DATE**

7-21-98

**RE: Incorporation of MILCORE TECHNOLOGIES CORPORATION**

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation and Agent's Appointment and Acceptance for \_\_\_\_\_, as well as our firm check in the amount of \$78.75. We have also enclosed an addressed/stamped envelope for return of one copy of the articles as well as your letter of receipt.

Thank you for your assistance in this matter. If you should have any questions or comments, please do not hesitate to contact our office at (941) 261-6767.

Sincerely,

RANDY E. MERRILL, ESQ.,

Elizabeth Mikolajczyk

FILED  
98 JUL 28 AM 10:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

/eam

enclosures: (4)

cc: MILCORE, INC.

C:\MYFILES\CLIENTS\MILCORE\_INC\TRANSMITTAL OF ARTICLES TO SECRETARY OF STATE.WPD

7-31-98  
AM

W-16481  
TS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

July 21, 1998

RANDY E. MERRILL, ESQ.  
4501 N. TAMiami TR., STE. 208  
NAPLES, FL 34103

SUBJECT: MILCORE, INC.  
Ref. Number: W98000016481

We have received your document for MILCORE, INC. and your check(s) totaling \$78.75. 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) 487-6927.

Tracy Smith  
Document Specialist

Letter Number: 998A00038474

**ARTICLES OF INCORPORATION  
OF  
MILCORE TECHNOLOGIES CORPORATION**

**EFFECTIVE DATE**  
7-21-98

**FILED**  
98 JUL 28 AM 10:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

**Name:** The name of this Corporation shall be MILCORE TECHNOLOGIES CORPORATION. The principal office of the Corporation is 560 WILSON BOULEVARD, NAPLES, FLORIDA 34117

**ARTICLE II**

**Duration:** The duration of the Corporation is perpetual.

**ARTICLE III**

**Purpose:** The general purposes for which the Corporation is organized are the following:

- A. To serve the information technology industry and to engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

**ARTICLE IV**

**Shares:** The aggregate number of shares which the Corporation is authorized to issue is 100,000 of common stock and 100,000 shares of preferred non-voting stock. Common stock shares shall be deemed Class A shares of stock and preferred non-voting stock shares shall be Class B shares of stock. All authorized shares of stock shall have a par value of \$.001 per share.

**ARTICLE V**

**Initial Registered Office and Agent:** The street address of the initial Registered Office of the Corporation is *4501 North Tamiami Trail, Suite 208, Naples, Florida 34103* and the name of its initial Registered Agent at that address is *Randy E. Merrill, Esquire*.

## **ARTICLE VI**

**Initial Board of Directors:** The number of Directors constituting the initial Board of Directors is *two*. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

- A. GARY LEE PLANTHABER, JR., PRESIDENT AND TREASURER  
560 WILSON BOULEVARD  
NAPLES, FLORIDA 34117
- B. BRIAN GEOFFREY ORACH, VICE PRESIDENT AND SECRETARY  
9821 CHELSEA PLACE  
NAPLES, FLORIDA 34109

## **ARTICLE VII**

**Incorporators:** The name and address of each Incorporator is as follows:

- A. GARY LEE PLANTHABER, JR., PRESIDENT AND TREASURER  
560 WILSON BOULEVARD  
NAPLES, FLORIDA 34117
- B. BRIAN GEOFFREY ORACH, VICE PRESIDENT AND SECRETARY  
9821 CHELSEA PLACE  
NAPLES, FLORIDA 34109

## **ARTICLE VIII**

**Amendment:** The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

## **ARTICLE IX**

**Indemnification:** The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law, including but not limited to Florida Statutes Section 607.0850.

## **ARTICLE X**

**Preemptive Rights:** The Corporation elects to have preemptive rights, pursuant to Section 607.0630, Florida Statutes, as amended from time to time.

## **ARTICLE XI**

**Preemptive Rights:** Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

- A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; and
- B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

## **ARTICLE XII**

**Share Transfer Restrictions:** Shares of the Corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors:

Shareholder	Number of Shares
GARY LEE PLANTHABER, JR.	2
BRIAN GEOFFREY ORACH	1

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party. These restrictions are intended to preserve exemptions under federal and state securities laws, to provide for orderly changes in ownership of shares, and to serve other reasonable purposes.

**ARTICLE XIII**

**Rights of Initial Directors:** Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring shares in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.

**ARTICLE XIV**

**Bylaws:** The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

**ARTICLE XIV**

**Commencement of Corporate Existence:** In accordance with Section 607.0203, Florida Statutes, the date when corporate existence shall commence is July 21, 1998.

In witness whereof, the undersigned, GARY LEE PLANTHABER, JR. and BRIAN GEOFFREY ORACH have made and subscribed these articles of incorporation for the uses and purposes aforesaid, on this 27<sup>th</sup> day of July, 1998.

  
GARY LEE PLANTHABER, JR.

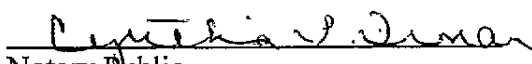
STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of July, 1998, by **GARY LEE PLANTHABER, JR.**, who is \_\_\_\_\_ personally known to me or \_\_\_\_\_ who \_\_\_\_\_ produced \_\_\_\_\_ identification \_\_\_\_\_ and who did take an oath.



Cynthia L. Inman  
My Commission CC815125  
Expires January 22, 2001

  
Notary Public

Cynthia L. Inman  
Print Name of Notary

My Commission Expires:

{SEAL}

Brian Geoffrey Orach  
BRIAN GEOFFREY ORACH

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of July,  
1998, by **BRIAN GEOFFREY ORACH**, who is \_\_\_\_\_ personally known to me or ✓  
who \_\_\_\_\_ produced \_\_\_\_\_ identification  
FLDL 062002772510 and who did take an oath.

Cynthia L Inman  
My Commission CC615125  
Expires January 22, 2001

Cynthia L. Inman  
Notary Public

Cynthia L. Inman  
Print Name of Notary

My Commission Expires:

{SEAL}

**AGENT'S APPOINTMENT AND ACCEPTANCE**


We, **GARY LEE PLANTHABER, JR.** and **BRIAN GEOFFREY ORACH**, the incorporators of **MILCORE TECHNOLOGIES CORPORATION**, do hereby unanimously appoint Randy E. Merrill, Esq., as Registered Agent, for service of process of **MILCORE TECHNOLOGIES CORPORATION**.

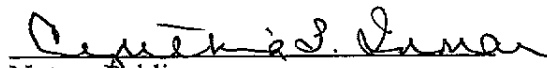
  
**GARY LEE PLANTHABER, JR.**

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of July, 1998, by **GARY LEE PLANTHABER, JR.**, who is \_\_\_\_\_ personally known to me or ☒ who produced identification FLDL P 453 292 771250 and who did take an oath.

 Cynthia L. Inman  
★ My Commission **CC815125**  
Expires January 22, 2001

  
Notary Public

Cynthia L. Inman  
Print Name of Notary

My Commission Expires:

{SEAL}

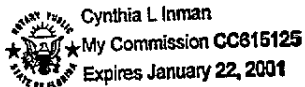
  
**BRIAN GEOFFREY ORACH**

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of July, 1998, by **BRIAN GEOFFREY ORACH**, who is \_\_\_\_\_ personally known to me or ☒ who produced identification FLDL D 1620067772510 and who did take an oath.





Cynthia L. Inman  
Notary Public

Cynthia L. Inman  
Print Name of Notary

My Commission Expires:

{SEAL}

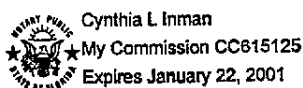
I, **RANDY E. MERRILL, ESQ.**, hereby accept appointment as registered agent for service of process.

Randy E. Merrill  
Randy E. Merrill, Esq.

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of July, 1998, by Randy E. Merrill, Esq., who is personally known to me and who did take an oath.



Cynthia L. Inman  
Notary Public

Cynthia L. Inman  
Print Name of Notary

My commission expires:

{SEAL}

FILED  
98 JUL 28 AM 10:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA