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Law Office of Michael S. Taylor

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 AUG 28 PM 3:07

Michael S. Taylor, Esquire  
Attorney and Counselor at Law

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Phone 813-289-4881  
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August 27, 1998

Department of State  
Corporate Records Division  
409 East Gaines Street  
Tallahassee, Florida 32301

500002628075--5  
-08/28/98--01088--017  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

**EFFECTIVE DATE**  
8-27-98

Re: Articles of Incorporation for planrack.com, Inc.

Dear Sir/Madam:

Enclosed are the following:

1. Articles of Incorporation for the above-referenced entity.
2. Acceptance by Registered Agent and Registered Office.
3. Check in the amount of \$70.00 to cover your filing fees.

Enclosed you will also find a photocopy of the Articles. Please return this to me with the filing date stamped on it. Thank you for your assistance in this matter.

Very truly yours,



Michael S. Taylor

MST/  
Enclosures  
cc: Mary Steensrud

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EFFECTIVE DATE  
8-22-98

ARTICLES OF INCORPORATION  
OF  
PLANRACK.COM, INC.

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The undersigned, acting as incorporator, hereby adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the laws of the State of Florida, as follows:

**1. NAME**

The name of this corporation is:

**planrack.com, Inc.**

**2. TERMS OF EXISTENCE**

The date when the corporate existence shall commence shall be the date of the execution of these Articles of Incorporation, and the Corporation shall have perpetual existence thereafter.

**3. PURPOSE**

The purpose for which this corporation is organized is to transact any and all business for which a corporation may be incorporated under Florida laws, including the ownership and operation of real property.

**4. CAPITAL STOCK**

The corporation shall have the authority to issue 1,000,000 shares of common stock, in one class only, each with a par value of \$1.00.

**5. REGISTERED AGENT AND OFFICE**  
**PRINCIPAL OFFICE AND ADDRESS**

The registered agent shall be Michael S. Taylor, and the initial registered office shall be at

the Law Office of Michael S. Taylor, 4100 West Kennedy Blvd., Suite 322, Tampa, Florida 33609. The principal office and mailing address of the Corporation is.

Planrack.com, Inc.  
1720 West Cleveland  
Tampa, Florida 33606

#### **6. BOARD OF DIRECTORS**

The initial Board of Directors shall have members whose name and address is as follows:

Gary G. Stenlund  
1720 West Cleveland  
Tampa, Florida 33606

Mary L. Steensrud  
1720 West Cleveland  
Tampa, Florida 33606

David A. Taylor  
1720 West Cleveland  
Tampa, Florida 33606

Gerald W. Houser  
1720 West Cleveland  
Tampa, Florida 33606

Joe J. Buscemi  
1720 West Cleveland  
Tampa, Florida 33606

The number of directors may be raised or lowered by amendment of the bylaws of the Corporation, but shall in no case be less than one.

#### **7. INCORPORATOR**

The incorporator of this Corporation is Michael S. Taylor, Esquire, whose address is 4100 West Kennedy Blvd., Suite 322, Tampa, Florida 33609.

#### **8. SHAREHOLDER' 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), including shares of from the

treasury of this Corporation, in the ratio of the shares he holds at the time of issue bears to the total of numbers of shares outstanding, exclusive of treasury shares.

This right shall be deemed waived by any shareholder who does not exercise it and pays for the shares preempted within thirty (30) days of receipt of a notice in writing from the Corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within (30) days of receipt of notice from such Corporation.

In witness thereof, the undersigned incorporator has executed these Article of Incorporation this 27 day of August, 1998.

  
MICHAEL S. TAYLOR, ESQUIRE

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation were acknowledged before me this 27<sup>th</sup> day of August, 1998, by Michael S. Taylor, who is personally known to me ~~OR~~ has produced a Florida driver's license as identification.




Kathy L. Fikar  
My Commission CC630404  
Expires March 17, 2001

  
Notary Public - State of Florida at Large  
My commission Expires.

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ACCEPTANCE BY REGISTERED AGENT AND REGISTERED OFFICE

Having been named Registered Agent and designated to accept service of process at, the Law Office of Michael S. Taylor, 4100 West Kennedy Blvd., Tampa, Florida 33609, I hereby agree to act in this capacity. I further agree to comply with all the provisions of all the statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations provided for in Section 607.325, Florida Statutes.

  
**Michael S. Taylor**  
Registered Agent