

P98000079201

JEFFREY R. LUDWIG

PROFESSIONAL ASSOCIATION  
ATTORNEY AND COUNSELOR AT LAW

PLEASE REPLY TO:  
POST OFFICE BOX 550700  
JACKSONVILLE, FLORIDA 32255-0700  
TELEFAX: 904-296-0384

July 31, 1998

SUITE 200 SOUTHPOINT BUILDING  
6620 SOUTHPOINT DRIVE, SOUTH  
JACKSONVILLE, FLORIDA 32216  
TELEPHONE: 904-281-0145

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

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-08/07/98--01052--003  
\*\*\*\*122.50 \*\*\*\*122.50

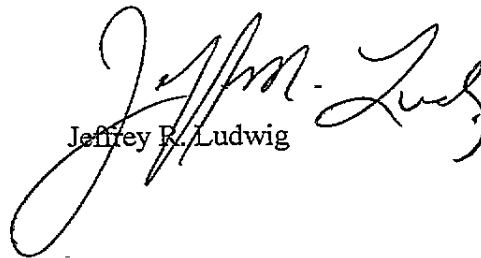
Re: Accu-Cal, Inc.

Dear Sir/Madam:

Enclosed is an original and one copy of articles of incorporation and registered agent designation for the above-named corporation. Also, a check in the sum of \$122.50 is enclosed which represents the following fees: \$35.00 fee to file the articles of incorporation; \$35.00 fee to file the registered agent designation; and \$52.50 for a certified copy of the foregoing.

Please file the enclosed original and return a certified copy to the undersigned in the enclosed, self-addressed stamped envelope. Your prompt attention to this matter is greatly appreciated.

Very truly yours,

  
Jeffrey R. Ludwig

JRL/llk

Enclosures

sos

FILED  
98 SEP 14 PM 1:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. SMITH SEP 14 1998



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 31, 1998

JEFFREY R. LUDWIG, ESQ.  
P.O. BOX 550700  
JACKSONVILLE, FL 32255-0700

SUBJECT: ACUCAL, INC.  
Ref. Number: W98000019948

We have received your document for ACUCAL, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

Also simply taking off the "C" in ACCUCAL, INC. and making it ACUCAL, INC. does not make it available since it is the same name even with one less "C". Please add more wording to the ending of the Corporate name or file a new Corporate name.

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: 598A00044886

**ARTICLES OF INCORPORATION  
FOR  
AcuCal Labs, Inc.**

FILED  
98 SEP 14 PM 1:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I. NAME AND ADDRESS**

The name of the corporation is:

AcuCal Labs, Inc.

The mailing address of the corporation is:

P. O. Box 1499  
Hilliard, Florida 32046

**ARTICLE II. COMMENCEMENT**

Corporate existence shall commence upon the date of acknowledgment and subscription, which is the date the Incorporator has executed these Articles; provided, however, that if these Articles are not filed within five (5) business days with the Florida Secretary of State, corporate existence shall commence upon filing with the Secretary of State.

**ARTICLE III. BUSINESS**

The general nature of the business or businesses to be transacted, conducted and carried on by this corporation shall be to engage in any activity or business permitted under the laws of Florida.

**ARTICLE IV. CAPITAL STOCK**

The authorized capital stock of this corporation shall be 1,000 shares of common stock, each share having a par value of \$1.00.

**ARTICLE V. TERM**

The term for which this corporation is formed is and shall be perpetual or until dissolved according to law.

**ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation in the State of Florida is:

6620 Southpoint Drive South, Suite 200  
Jacksonville, Florida 32216

The name of the initial registered agent of this corporation at that address is:

Jeffrey R. Ludwig, P.A.

#### **ARTICLE VII. INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

<u>Name</u>	<u>Street Address</u>
Frederick D. Torrible	P. O. Box 1499 Hilliard, Florida 32046

#### **ARTICLE VIII. INCORPORATOR**

The names and addresses of the persons signing these Articles are:

<u>Name</u>	<u>Street Address</u>
Frederick D. Torrible	P. O. Box 1499 Hilliard, Florida 32046

#### **ARTICLE IX. INDEMNIFICATION OF OFFICERS AND DIRECTORS**

The corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers, or who at the request of the Board of Directors of the corporation may serve or at any time have served as directors or officers of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-law, agreement, vote of stockholders, or otherwise, and the corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal on the 5<sup>th</sup> day of August, 1998.

Frederick D. Torrible (SEAL)  
FREDERICK D. TORRIBLE

ArtsInc

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:     AcuCal Labs, Inc.
2. The name and address of the registered agent and office is:

Jeffrey R. Ludwig, P.A.

6620 Southpoint Drive South, Suite 200

Jacksonville, Florida 32216

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

JEFFREY R. LUDWIG, P.A.

By: \_\_\_\_\_

Jeffrey R. Ludwig, President

\_\_\_\_\_  
Aug. 5, 1998  
(Date)

FILED  
98 SEP 14 PM 1:58  
SECRETARY OF STATE  
TALLAHASSEE, FL 09193