# P988888958 CHARLOTTE I HUNTER PA. ATTORNEY AT LAW

426 N.W. SECOND AVENUE OGALA, FLORIDA 34475

TELEPHONE (352) 622-7300 FAX (352) 622-9857

October 15, 1998

Florida Department of State **DIVISION OF CORPORATIONS**P.O. Box 6327

Tallahassee, Florida 32314

RE: Selenium, Inc.

100002665521---E -10/16/98--01061--017 \*\*\*\*\*122.50 \*\*\*\*\*\*78.75

To Whom It May Concern:

In regard to the above, enclosed you will find the original and (1) copy of the Articles of Incorporation along with check #5570 in the amount of \$122.50, which represents the filing fee and the cost of a certified copy of same.

If there are further requirements, please call the office.

Very Truly Yours,

Law Office of Charlotte I. Hunter, P.A.

CIH/sek Enclosures

CHARLOTTE I. HUNTER, ESO.

MARION OF CORPORATIONS

10-19

# ARTICLES OF INCORPORATION

OF

#### SELENIUM, INC.

#### ARTICLE I - NAME

The name of this Corporation is SELENIUM, INC.

## ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

#### ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activity or business permitted under the laws of the United States and Florida.

## ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 1000 shares of common stock having a par value of \$1.00 per share. In addition, no stock shall be issued or transferred to a non-resident alien. No preferences, limitations or relative rights other than those provided by law shall exist in respect of any other shares of the Corporation or any of the holders thereof.

# ARTICLE V - STOCK TRANSFER RESTRICTIONS

Shares of the corporation 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 of their shares. The price, terms and other provisions regarding

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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.

## ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be located at 328 S.E. 62nd Terrace, Ocala, Florida 34472. The initial registered agent of this Corporation at such office shall be ROBERT D. MASCIARELLI, who, upon accepting this designation, agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process. The Principal Address is the same.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two members, DONN CLARK, 2840 S.E. 36th Street 34471 and ROBERT MASCIARELLI, 328 S.E. 62nd Terrace, Ocala, Florida 34472 and can increase or decrease from time to time by vote of the stockholders, but in no case shall the number of directors be less than one. The names and addresses of the directors constituting the Initial Board of Directors are:

Robert Masciarelli 328 S.E. 62nd Terrace Ocala, Florida 34472 Donn Clark 2840 S.E. 36th Street Ocala, Florida 34471

# ARTICLE VIII - INCORPORATORS

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

Robert Masciarelli 328 S.E. 62nd Terrace Ocala, Florida 34472

Donn Clark 2840 S.E. 36th Street Ocala, Florida 34471

#### ARTICLE IX - BY-LAWS

. . .

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the Shareholders.

#### ARTICLE X - PREEMPTIVE RIGHTS

The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the By-laws, those shares of the common stock of this Corporation which may be issued from time to time for money, property or past services in addition to that stock authorized and issued by the Corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder and all shares of common stock currently authorized and issued.

### ARTICLE XI - INDEMNIFICATION

The Corporation shall indemnify its officer(s), director(s) and authorized agent for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida Law existing now or hereinafter enacted.

# ARTICLE XII - AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 13th day of October,

DONN CLARK

1998.

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ROBERT MASCIARELLI

STATE OF FLORIDA COUNTY OF MARION

The foregoing Articles of Incorporation of SELENIUM, INC. were acknowledged before me this 13th day of October, 1998, by ROBERT MASCIARELLI and DONN CLARK as Incorporators. 1

Notary Public State of Florida

My commission expires:

# ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for SELENIUM, INC., ROBERT MASCIARELLI agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091, Florida Statutes, relative to keeping open such office.

Dated: October 13, 1998.

ROBERT MASCIAPRITI

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v<sub>s</sub> Suzanne E Knipe '★My Commission CC722490