

P98000092738

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Calloy Technologies, Incorporated

(Proposed corporate name - must include suffix)

400002676464--3  
-10/30/98--01025--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☒ \$70.00      ☐ \$78.75  
Filing Fee      Filing Fee  
                         & Certificate of Status

☐ \$78.75      ☐ \$87.50  
Filing Fee      Filing Fee,  
& Certified Copy      Certified Copy  
                         & Certificate of  
                         Status

**ADDITIONAL COPY REQUIRED**

FROM: Arthur F. Register, Jr.  
Name (Printed or typed)

694 Shady Court  
Address

Altamonte Springs, FL 32707  
City, State & Zip

407 830 7402  
Daytime Telephone number

FILED  
98 OCT 30 AM 11:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

OB  
11-2-98  
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**ARTICLES OF INCORPORATION**  
**OF**  
**CALLOY TECHNOLOGIES, INCORPORATED**

The undersigned incorporator, for the purpose of forming a corporation under Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I**

**CORPORATE NAME**

The name of this Corporation shall be Calloy Technologies, Incorporated.

**ARTICLE II**

**PRINCIPAL OFFICE**

The principal place of business and mailing address of this Corporation shall be:  
694 Shady Court  
Altamonte Springs, Florida 32701.

**ARTICLE III**

**CAPITAL STOCK**

1. Number and Class of Shares Authorized; Par Value.

The maximum number of shares this Corporation is authorized to issue is 7,000 Authorized Shares of common stock with a \$.01 par value.

2. Consideration for Shares.

The Board of Directors of this Corporation may authorize shares to be issued for consideration consisting of any tangible and intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation; provided that the Board of Directors determines that the consideration received or to be received is adequate, as provided by law.

3. Voting Rights.

The Common Stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

4. No Preemptive Rights.

No shareholder of this Corporation shall have the right, upon the sale for cash or otherwise of any new stock of the Corporation or of any stock of the Corporation held by it in its treasury or otherwise, of the

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same or any other kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others or any other price.

#### **ARTICLE IV**

##### **INITIAL REGISTERED AGENT AND OFFICE**

The name and Florida street address of the initial registered agent are:

Arthur F. Register, Jr.  
694 Shady Court  
Altamonte Springs, Florida 32701.

#### **ARTICLE V**

##### **INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation are:

Arthur F. Register, Jr.  
694 Shady Court  
Altamonte Springs, Florida 32701.

#### **ARTICLE VI**

##### **INITIAL BOARD OF DIRECTORS**

This Corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time as provided in the bylaws. The names and street addresses of the initial directors of this Corporation are:

Charles A. Lucia  
705 Dow Avenue  
Ocean, New Jersey 07712

Arthur F. Register, Jr.  
694 Shady Court  
Altamonte Springs, Florida 32701

Directors may be removed without cause.

#### **ARTICLE VII**

##### **BYLAWS**

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the bylaws shall be vested in the Board of Directors.

## **ARTICLE VIII**

### **INDEMNIFICATION**

In addition to any rights and duties under applicable law, this Corporation shall indemnify and hold harmless all of its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

## **ARTICLE IX**

### **CONFLICTS OF INTEREST**

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are the directors or officers of, such other corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation who is also a director or an officer of such other Corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

## **ARTICLE X**

### **LIMITED LIABILITY OF SHAREHOLDERS**

The private property of the shareholders shall not be subject to payment of this Corporation's debts to any extent.

## **ARTICLE XI**

### **AMENDMENT**

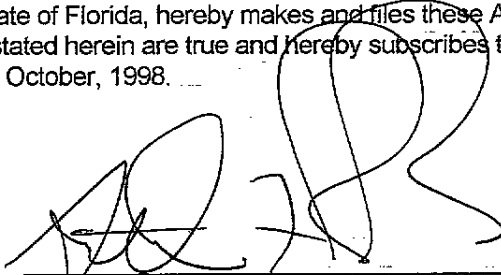
This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

## **ARTICLE XII**

### **HEADINGS AND CAPTIONS**

The headings or captions of these various articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation under the laws of the State of Florida to do business both within and without the State of Florida, hereby makes and files these Articles of Incorporation, declaring and certifying that the facts stated herein are true and hereby subscribes thereto and hereunto sets his hand and seal this 28<sup>th</sup> day of October, 1998.

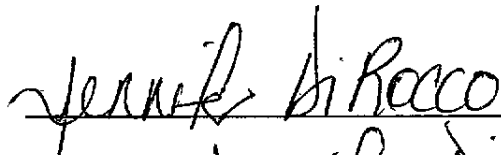
  
\_\_\_\_\_  
(SEAL)  
Arthur F. Register, Jr.

STATE OF FLORIDA

COUNTY OF Seminole

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared ARTHUR F. REGISTER, JR., known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, in the state and county aforesaid, the 28<sup>th</sup> day of October, 1998.

  
\_\_\_\_\_  
Print Name: Jennifer DiRocco

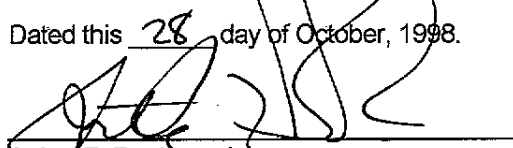
My Commission expires:



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TALLAHASSEE, FLORIDA

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.

Dated this 28 day of October, 1998.

  
\_\_\_\_\_  
Arthur F. Register, Jr.  
Registered Agent

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