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LETTER OF TRANSMITTAL

January 22, 1999

Department of State

Division of Corporations

P O Box 6327

Tallahassee, FL 32314

200002753192--8  
-01/25/99--01070--010  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE SUBJECT: STEVE THOMAS ENTERPRISES INC.  
(Proposed Corporate Name)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a  
money order for \$70.00

FROM: B. P. Moore  
B & B Accounting  
1350 NW 141 Street  
Okeechobee, FL 34972

TELE 941-467-5058  
FAX 941-467-9502

FILED  
99 JAN 25 PM 2:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

Should you have any questions, please do not hesitate to call. Please fax letter of  
Incorporation to us when issued as client needs to open a bank account.

Dmc  
1/28/99

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ARTICLES OF INCORPORATION  
OF  
**STEVE THOMAS ENTERPRISES INC.**

**FILED**  
99 JAN 25 PM 2:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, FOR THE PURPOSE OF FORMING A  
CORPORATION UNDER THE FLORIDA GENERAL CORPORATION ACT, DO  
HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION:

ARTICLE I

THE NAME OF THE CORPORATION IS:

**STEVE THOMAS ENTERPRISES INC.**

ARTICLE II

THE DURATION OF THE CORPORATION IS PERPETUAL.

ARTICLE III

THE GENERAL PURPOSES FOR WHICH THE CORPORATION IS  
ORGANIZED ARE:

1.) TO SUCH EXTENT AS A CORPORATION ORGANIZED UNDER THE BUSINESS CORPORATION LAW OF THIS STATE MAY NOW OR HERE-AFTER LAWFULLY DO, TO DO, EITHER AS PRINCIPAL OR AGENT AND EITHER ALONE OR IN CONNECTION WITH OTHER CORPORATIONS, FIRMS, OR INDIVIDUALS ALL AND EVERYTHING NECESSARY, SUITABLE, CONVENIENT, OR PROPER FOR, OR IN CONNECTION WITH, OR INCIDENT TO, THE ACCOMPLISHMENT OF ANY OF THE ATTAINMENT OF ANY MORE OF THE OBJECTS HEREIN ENUMERATED, OR DESIGNED DIRECTLY OR INDIRECTLY TO PROMOTE THE INTERESTS OF THIS CORPORATION OR TO ENHANCE THE VALUE OF ITS PROPERTIES; AND IN GENERAL TO DO ANY AND ALL THINGS AND EXERCISE ANY AND ALL POWERS, RIGHTS, AND PRIVILEGES WHICH A CORPORATION MAY NOW OR HEREAFTER BE ORGANIZED TO DO OR TO EXERCISE UNDER THE BUSINESS CORPORATION LAW OF THIS STATE OR UNDER ANY ACT AMENDATORY THEREOF, SUPPLEMENTAL THERETO, OR SUBSTITUTED THEREFORE.

2.) TO DO SUCH THINGS THAT ARE INCIDENTAL TO THE FOREGOING OR NECESSARY OR DESIRABLE IN ORDER TO ACCOMPLISH THE FOREGOING.

#### ARTICLE IV

THE AGGREGATE NUMBER OF SHARES WHICH THE CORPORATION IS AUTHORIZED TO ISSUE IS FIVE HUNDRED (500). SUCH SHARES SHALL BE OF A SINGLE CLASS, AND SHALL HAVE \$1.00 PAR VALUE.

EVERY SHAREHOLDER, UPON SALE FOR CASH OF ANY NEW STOCK OF THIS CORPORATION, SHALL HAVE THE RIGHT TO PURCHASE HIS PRO RATA SHARE (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

THE CORPORATION IS AUTHORIZED TO ISSUE ONLY ONE CLASS OF STOCK, AND ALL ISSUED STOCK SHALL BE HELD OF RECORD BY NOT MORE THAN THIRTY-FIVE (35) PERSONS. STOCK SHALL BE ISSUED AND TRANSFERABLE ONLY TO NATURAL PERSONS WHO ARE NOT NONRESIDENT ALIENS.

#### ARTICLE V

THE ADDRESS OF THE INITIAL REGISTERED OFFICE IS:  
**1648 N.W. 45TH TERRACE, OKEECHOBEE, FL 34972**  
THE NAME OF ITS INITIAL RESIDENT AGENT IS: **STEVE J. THOMAS**  
**1648 N.W. 45TH TERRACE**  
**OKEECHOBEE, FL 34972**

#### ARTICLE VI

THE DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS: **STEVE J. THOMAS**  
**1648 N.W. 45TH TERRACE, OKEECHOBEE, FL 34972**

#### ARTICLE VII

DIRECTORS - REMOVAL BY STOCKHOLDERS. THE STOCKHOLDERS SHALL HAVE THE RIGHT AT ANY REGULAR MEETING, OR AT ANY SPECIAL MEETING CALLED FOR SUCH PURPOSE, TO REMOVE ANY DIRECTOR OF THE CORPORATION WITH OR WITHOUT CAUSE.

#### ARTICLE VIII

DIRECTORS - INDEMNIFICATION. THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICER OR DIRECTOR TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE IX

STOCKHOLDER'S - MEETING. THE PRESENCE, AT ANY STOCKHOLDER'S MEETING, IN PERSON OR BY PROXY, OF PERSONS ENTITLED TO VOTE ALL OF THE SHARES OF THE CORPORATION THEN ISSUED AND OUTSTANDING SHALL CONSTITUTE A QUORUM FOR THE TRANSACTION OF BUSINESS.

THE AFFIRMATIVE VOTE OF THE OUTSTANDING SHARES OF THE CORPORATION SHALL BE CONSIDERED THE ACT OF THE STOCKHOLDERS.

ARTICLE X

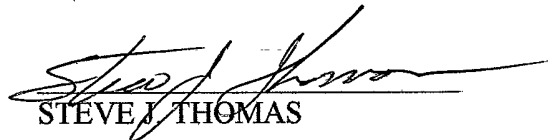
DIRECTORS - MEETINGS. ALL OF THE AUTHORIZED NUMBER OF DIRECTORS SHALL CONSTITUTE A QUORUM OF THE BOARD OF DIRECTORS FOR THE TRANSACTION OF BUSINESS.

THE CONSENT OF ALL THE DIRECTORS SHALL BE REQUIRED TO CONSTITUTE ANY ACT OR DECISION OF THE BOARD OF DIRECTORS.

ARTICLE XI

THE NAME AND ADDRESS OF THE INCORPORATOR IS:  
**STEVE J. THOMAS, 1648 N.W. 45TH TERRACE, OKEECHOBEE, FL 34972.**

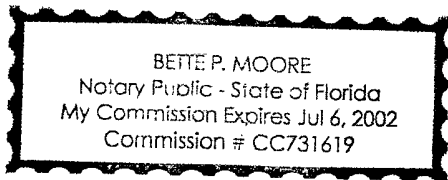
EXECUTED BY THE UNDERSIGNED AT OKEECHOBEE, FLORIDA  
ON THIS 22nd OF January 1998.

  
STEVE J THOMAS

STATE OF FLORIDA  
COUNTY OF OKEECHOBEE:

BEFORE ME THE UNDERSIGNED AUTHORITY AUTHORIZED TO  
ADMINISTER OATHS AND TAKE ACKNOWLEDGMENTS PERSONALLY  
APPEARED Steve J. Thomas ON THE 22nd DAY OF  
January 1999, AND WHO AFTER BEING DULY CAUTIONED  
AND SWORN DEPOSED AND STATED THAT THEY EXECUTED THE SAME  
FOR THE PURPOSE EXPRESSED THEREIN.

SWORN TO AND SUBSCRIBED BEFORE ME THIS 22nd  
DAY OF January 1999



Bette P. Moore  
NOTARY PUBLIC

FILED  
99 JAN 25 PM 2:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CONSENT OF RESIDENT AGENT TO ACCEPT SERVICE

STEVE J. THOMAS, HEREBY AGREES TO BE THE RESIDENT AGENT

FOR: STEVE THOMAS ENTERPRISES INC.

AND FURTHER HEREBY AGREES TO ACCEPT ANY AND ALL  
CORRESPONDENCE DIRECTED TO SAID CORPORATION ADDRESSED TO  
THE REGISTERED OFFICE AT:

P. O. BOX 1756  
OKEECHOBEE, FL 34973

Steve J. Thomas  
STEVE J. THOMAS