

P9900002/00

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

500002766045--0  
-02/05/99--01077--012  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: Premier Executive Services, Inc.  
(Proposed corporate name - must include suffix)

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

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: JAYNE M. STEWART, BUSINESS COORDINATING ENT., INC.  
Name (Printed or typed)

631 Linnet Circle  
Address

Delray Beach, FL 33444  
City, State & Zip

(561) 276-6498

Daytime Telephone number

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

WS



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

February 10, 1999

JAYNE M. STEWART  
631 LINNET CIR.  
DELRAY BCH, FL 33444

SUBJECT: DIRTBUSTERS, INC.  
Ref. Number: W99000003323

We have received your document for DIRTBUSTERS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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) 487-6995.

Wanda Sampson  
Document Specialist

Letter Number: 099A00005899

*Refiling as Premier Executive Services, Inc.*

*Returned  
2/14/99  
3-4-99*

# **ARTICLES OF INCORPORATION OF**

## **ARTICLE 1 - NAME**

The name of this corporation is Premier Executive Services, Inc., (hereinafter, "Corporation").

## **ARTICLE 2 - PURPOSE OF THE CORPORATION**

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the laws of the United States and of the State of Florida.

## **ARTICLE 3 - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 710 Executive Center Drive, #4-13, West Palm Beach, Florida 33401 and the mailing address is the same.

## **ARTICLE 4 - INCORPORATOR**

The name and address in this state of the incorporator of this Corporation is:

Jayne M. Stewart  
631 Linnet Circle  
Delray Beach, Florida 33444

## **ARTICLE 5 - OFFICERS**

The initial officers of the Corporation shall be:

President: Scott Heitman  
Secretary: Scott Heitman  
Treasurer: Jayne M. Stewart

## **ARTICLE 6 - DIRECTOR(S)**

The name(s) and address(es) of the person or persons who are appointed to act as the initial director(s) of the Corporation shall be:

Name	Address
Scott Heitman	710 Executive Center Drive, #4-13 West Palm Beach, FL 33401

## **ARTICLE 7 - CORPORATE CAPITALIZATION**

7.1 This corporation is authorized to issue only one class of shares of stock which shall be designated common stock. The total number of shares it is authorized to issue is 1,000 shares, each having the par value of ONE DOLLAR (\$1.00).

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock on any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

## **ARTICLE 8 - SUB-CHAPTER S CORPORATION**

8.1 The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.2 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.3 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.4 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

## **ARTICLE 9 - POWERS OF THE CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

## **ARTICLE 10 - TERMS OF EXISTENCE**

This Corporation shall have perpetual existence.

#### **ARTICLE 11 - REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

#### **ARTICLE 12 - LIABILITY OF THE DIRECTORS**

The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under Florida law.

#### **ARTICLE 13 - INDEMNIFICATION**

The corporation is authorized to indemnify the directors and officers of the corporation to the fullest extent permissible under Florida law.

#### **ARTICLE 14 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of the registered office of this Corporation is Business Coordinating Enterprises, Inc., located at 631 Linnet Circle, Delray Beach, Florida 33444. The name and address of the registered agent of this Corporation is Jayne M. Stewart of Business Coordinating Enterprises, Inc. 631 Linnet Circle, Delray Beach, Florida 33444.

#### **ARTICLE 15 - BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative votes of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

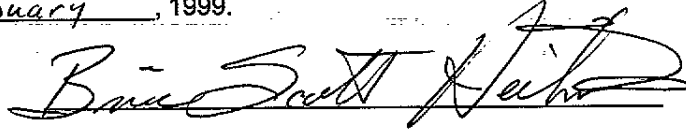
#### **ARTICLE 16 - EFFECTIVE DATE**

These Articles of Incorporation shall be effective as of March 1, 1999 upon approval of the Secretary of State, State of Florida.

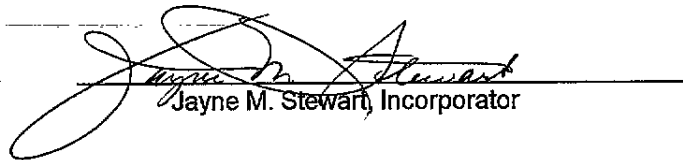
#### **ARTICLE 17 - AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the person named above as the initial director,  
have executed these Articles of Incorporation and have hereunto set my hand and seal, this  
25<sup>th</sup> day of January, 1999.



IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the  
foregoing Articles of Incorporation under the laws of the State of Florida, this 25<sup>th</sup> day of  
January, 1999.

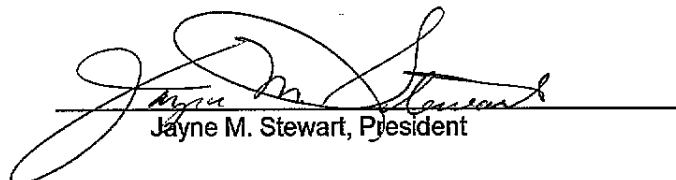


Jayne M. Stewart, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED**  
**IN ARTICLES OF INCORPORATION**

The firm of Business Coordinating Enterprises, Inc. Having a business office identical with the  
registered office of the Corporation name above, and having been designated as the Registered  
Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the  
obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Business Coordinating Enterprises, Inc.



Jayne M. Stewart, President