



MASON & ASSOCIATES

Professional Association
Attorneys at Law

P990000 35350

April 14, 1999

VIA UPS NEXT DAY AIR

Florida Department of State
Secretary of State
P. O. Box 6327
Tallahassee, FL 32316

Re: GARSUS, INC.

Enclosed for filing please find the signed original and one copy of the Articles of Incorporation for GARSUS, INC., a Florida corporation. Please file the Articles upon receipt, with an effective date of April 15, 1999, and return the acknowledgment copy to the undersigned in the envelope provided.

Also enclosed is our check in the amount of \$78.75 in payment of the filing fee and acknowledgment letter fee.

If you have any questions, please call the undersigned collect, rather than returning the Articles without filing.

Sincerely,

Mary Romary

Mary Romary
Legal Assistant

mr/enclosures
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH APR 19 1999

ARTICLES OF INCORPORATION

OF

GARSUS, INC.

ARTICLE I - NAME AND PRINCIPAL ADDRESS

The name of the corporation is Garsus, Inc., and the principal address is 3558 Deer Run South, Palm Harbor, FL, 34684.

ARTICLE II - REGISTERED OFFICE AND AGENT

The address of its registered office in the State of Florida is 17757 US Hwy 19 North Suite 500, Clearwater, FL 33764. The name of its registered agent at such address is Mason & Associates, P.A.

ARTICLE III - PURPOSE

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Florida.

ARTICLE IV - AUTHORIZED SHARES OF STOCK

The total number of shares of stock which the corporation is authorized to issue is one hundred fifty thousand (150,000.00) and the par value of each of such shares is ten cents (\$0.10) amounting in the aggregate to Fifteen Thousand Dollars (\$15,000.00).

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ARTICLE V - BOARD OF DIRECTORS

The business and affairs of the corporation shall be managed by the board of directors, and the directors need not be elected by ballot unless required by the bylaws of the corporation. The names and mailing addresses of each person who is to initially serve as a director until the first annual meeting of the stockholders or until a successor is elected and qualified, are as follows:

| <u>NAME</u> | <u>MAILING ADDRESS</u> |
|------------------|---|
| Gary A. Mariano | 3558 Deer Run South Palm Harbor, FL 34684 |
| Joel B. Solomon | 8203 N. Dale Mabry Tampa, FL 33614 |
| Susan Mariano | 930 Pleasant Street Worcester, MA 01602 |
| Tom L. Robichaux | 3567 Deer Run South Palm Harbor, FL 34684 |
| Robert W. Upton | 5123 Musselshell Drive New Port Richey, FL 34655 |

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the board of directors is expressly authorized to adopt, amend or repeal the bylaws of this corporation.


ARTICLE VI - AMENDMENTS

The corporation reserves the right to amend and repeal any provision contained in this Certificate of Incorporation in the manner prescribed by the laws of the State of Florida. All rights conferred are granted subject to this reservation.

ARTICLE VII - INCORPORATOR

The incorporator is Lori A. Heim, whose mailing address is 17757 U.S. Highway 19 North, Suite 500, Clearwater, FL 34624.

THE UNDERSIGNED, being the incorporator, for the purpose of forming a corporation under the Laws of the State of Florida, does make, file and record this Certificate of Incorporation, does certify that the facts herein stated are true, and, accordingly, have hereto set his hand and seal this 14th day of April, 1999.

By: 
Lori A. Heim
Incorporator

Acknowledgment of Registered Agent

I hereby accept designation as
Registered Agent.

MASON & ASSOCIATES, P.A.

By: 
Registered Agent

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