

P99000041877

TRANSMITTAL LETTER

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

300002861243--7  
-05/03/99-01147-012  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: ESC Group, 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 of Status

☒ \$78.75 Filing Fee  
& Certified Copy  
☐ \$87.50 Filing Fee,  
Certified Copy  
& Certificate of  
Status  
**ADDITIONAL COPY REQUIRED**

FROM: Emily Sue Cramer  
Name (Printed or typed)  
2864 La Concha Drive  
Address  
Clearwater, Florida 33762  
City, State & Zip  
(727) 573-4335  
Daytime Telephone number

FILED  
99 MAY -3 PM 4:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

SHARON

MAY 10 1999

## ARTICLES OF INCORPORATION

of  
Florida

FILED  
99 MAY -3 PM 4:52  
TALLAHASSEE, FLORIDA

### ARTICLE I

NAME: The name of the corporation shall be ESC Group, Inc.

### ARTICLE II

PRINCIPAL (REGISTERED) OFFICE: The principal (registered) office of this corporation is to be located at:  
2864 La Concha Drive, Clearwater, Florida 33762

in the City of Clearwater, County of Pinellas,  
State of Florida, and may transact its business and maintain offices for  
such purposes at such other places either within or without this State.

### ARTICLE III

PURPOSE AND DURATION: The purpose for which this corporation is organized is the transaction of any and all  
lawful business for which a corporation may be incorporated under the laws of Florida,  
as they may be amended from time to time, and whose existence shall be perpetual.

### ARTICLE IV

INITIAL BUSINESS: The corporation initially intends to engage in the business of \_\_\_\_\_  
Consulting, location and job site services related to the  
commercial real estate development industry.

### ARTICLE V

INCORPORATORS (AND INITIAL DIRECTORS): The names and addresses of the incorporators and (if required  
or permitted by State Laws) the persons who will serve as the initial board of directors until the annual meeting of the  
stockholders or until their successors have been elected and qualified are:

Emily Sue Cramer

(Name)

2864 La Concha Drive

(Address)

Clearwater, Florida 33762

(City/State/Zip Code)

(Name)

(Address)

(City/State/Zip Code)

_____	_____
(Name)	(Address)
_____	_____
	(City/State/Zip Code)
_____	_____
(Name)	(Address)
_____	_____
	(City/State/Zip Code)
_____	_____
(Name)	(Address)
_____	_____
	(City/State/Zip Code)

#### ARTICLE VI

**DIRECTORS:** The business and affairs of this corporation shall be conducted by a Board of Directors whose number shall not be less than one (1), nor more than one (1) members. Said directors shall have the authority and power to increase or decrease the number of serving directors within the limits above provided. The Directors need not be Stockholders of the Corporation unless so required by the Bylaws. The Bylaws shall specify the number of directors necessary to constitute a quorum. The Board of Directors may, by resolution or resolutions passed by a majority of the whole board, designate one or more committees which to the extent provided in said resolution or resolutions or in the Bylaws shall have and may exercise all powers of the Board of Directors on the management of the activities and affairs of the corporation and may have power to authorize the seal of the corporation to be fixed to all papers which may require it; and such committee or committees shall have such name or names as may be stated on the Bylaws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors. The Board of Directors may elect such officers as the Bylaws may specify, who shall, subject to the provisions of the Statutes, have such titles and exercise such duties as the Bylaws may provide. the Board of Directors is expressly authorized to make, alter or repeal the Bylaws of this corporation or any article therein.

#### ARTICLE VII

**PRIVATE PROPERTY:** The private property of the Stockholders, Directors, Officers, employees and/or Agents of the corporation shall be forever exempt from all corporate debts of any kind whatsoever, as provided under State Laws.

#### ARTICLE VIII

**INDEMNIFICATION OF OFFICERS AND DIRECTORS:** The corporation shall indemnify every Director and Officer, or his or her heirs, executors and administrators against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to be liable for negligence or misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which corporation is advised by counsel that the person to be indemnified did not commit such a breach of duty. This right of indemnification shall not be exclusive of other rights to which he or she may be entitled. As used in this Article, expenses shall include amounts of judgments, penalties or fines rendered or levied against such officer or director, and the amounts paid in settlement by him or her in such settlement shall have been approved by the Board of Directors of the Corporation, and so provided under State Laws.

#### ARTICLE IX

CAPITAL STOCK: (Indicate below, the number and class, if applicable, of the Capital Stock)

The corporation shall have the authority to issue 10  
Shares of Common Stock with unlimited voting rights. Said shares may be issued for the consideration expressed in dollars as may be fixed from time to time by the Board of Directors.

☒ The corporation shall have the authority to issue 10

Shares of Common Stock, each share to have a Par Value of \$ 0; The shares may be issued upon such terms as the Board of Directors may from time to time authorize including the designation as to whether such shares shall be voting or non-voting.

☐ The corporation shall have the authority to issue two classes of stock. The classification and par value of each share of stock shall be as follows: \_\_\_\_\_

Shares of Common Stock with \_\_\_\_\_ Par Value, designated as Class A Common Stock;  
and \_\_\_\_\_ Shares of Preferred Stock with  
a Par Value of \$ \_\_\_\_\_ each share, designated as Class B Preferred Stock.

Said preferred stock may be issued from time to time in one or more classes or series, with such dividend rates, voting rights, rights of conversions, rights upon dissolution or liquidation and with such designations, preferences and relative participation, optional or other special rights or qualifications, limitations or restrictions thereof, as shall be determined by resolution adopted by the Board of Directors at the time such stock is issued.

#### ARTICLE X

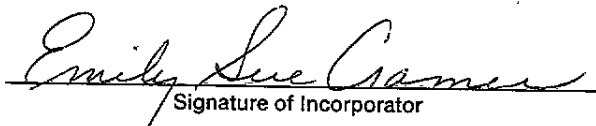
STATUTORY(RESIDENT)(REGISTERED) AGENT: The name and address of the initial Statutory (Resident) (Registered) Agent for the corporation who agrees to accept service of process on behalf of this corporation is:

William E. Kinnamon, 8240 Brentwood Road, Largo, Fl. 34666 33777

#### ARTICLE XI

FISCAL YEAR: The fiscal year of the corporation shall be from January to  
December of each year.

IN WITNESS WHEREOF, we have set our hands this 26 day of April, 19 99.

  
Signature of Incorporator

\_\_\_\_\_  
Signature of Incorporator

\_\_\_\_\_  
Signature of Incorporator

\_\_\_\_\_  
Signature of Incorporator

Consent Of  
Statutory (Registered) Agent  
For

Florida

FILED  
99 MAY -3 PM 4:52  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

By:

- ☒ Individual  
☐ Corporation  
☐ Limited Liability Co.

(Check applicable box and complete)

☒ **Individual:** I, William E. Kinnamon, the undersigned,  
whose address is 8240 Brentwood Road, Largo, FL 34666 33777

☐ **Corporation:** I, \_\_\_\_\_ the \_\_\_\_\_ of  
a(n) \_\_\_\_\_ Corporation, whose principal address in this State is \_\_\_\_\_

☐ **L.L.C.:** I, \_\_\_\_\_ the \_\_\_\_\_ of  
a(n) \_\_\_\_\_ Limited Liability Company, whose principal address in this State is \_\_\_\_\_

having been appointed to act as Statutory Agent for ESC Group, Inc.  
\_\_\_\_\_, a(n) Florida  
corporation, BY THESE PRESENTS, hereby consent to act in that capacity until removal or resignation is submitted  
in accordance with the laws of the State of Florida

Dated: 4-27-99

William E. Kinnamon  
(Signature of individual Agent)

\_\_\_\_\_  
(Name of Corp. or L.L.C., if entity Agent)

By: \_\_\_\_\_  
Signature of authorized officer, if entity

8240 Brentwood Road  
Address

Largo, FL 34666

\_\_\_\_\_  
City/State/Zip Code

Note: This Form is only required if the Statutory Agent is not one of the incorporators.