

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

_____	_____
(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 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 the 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.

Emily Sue Cramer
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.