

CCRS  
103 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

P99000050178

CONTACT: CINDY HICKS

100002893831--3  
-06/03/99--01035--013  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

DATE: 6-3-99

REF. #: 0262.7017

CORP. NAME: Polis Central Florida, Inc

- ARTICLES OF INCORPORATION     ARTICLES OF AMENDMENT     ARTICLES OF DISSOLUTION
- ANNUAL REPORT     TRADEMARK/SERVICE MARK     FICTITIOUS NAME
- CERT. OF AUTHORITY     LIMITED PARTNERSHIP     LIMITED LIABILITY
- REINSTATEMENT     MERGER     WITHDRAWAL
- CERTIFICATE OF CANCELLATION     UCC-1     UCC-3
- OTHER: \_\_\_\_\_

FILED  
99 JUN -3 PM 3:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE FEES PREPAID WITH CHECK# 5093 FOR \$ 78.75

PLEASE RETURN:

- CERTIFIED COPY     CERTIFICATE OF STATUS     PLAIN STAMPED COPY

\_\_\_\_\_  
Examiner's Initials  
*[Handwritten Signature]*  
6/3/99

RECEIVED  
99 JUN -3 AM 10:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
POLIS CENTRAL FLORIDA, INC.

FILED  
99 JUN -3 PM 3:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation shall be:

POLIS CENTRAL FLORIDA, INC.

ARTICLE II

DURATION; EFFECTIVE DATE

This corporation shall exist perpetually, commencing on the date of filing of these Articles of Incorporation by the Office of the Secretary of State of Florida.

ARTICLE III

PURPOSES

This corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue Five Hundred Thousand (500,000) shares of One Dollar (\$1.00) par value common stock. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of the corporation.

ARTICLE V

REGISTERED OFFICE AND REGISTERED AGENT

The name of the initial Registered Agent of this corporation and the street and mailing address of the initial Registered Office are as follows:

REGISTERED AGENT

Mario Piazza

STREET AND MAILING  
ADDRESS

5502 Anderson Road, Tampa,  
Florida 33634.

The street address of the principal office of the corporation in this State will be 5502 Anderson Road, Tampa, Florida. The Board of Directors may from time to time move the principal office to any other address in Florida, and the corporation may have other offices, agencies and branches at such places as may be determined by the Board of Directors.

ARTICLE VI

INCORPORATOR

\_\_\_\_\_The name and address of the person signing these Articles of Incorporation are:  
Mario Piazza, 5502 Anderson Road, Tampa, Florida 33634.

ARTICLE VII

Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than three (3) members, the exact number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VIII

Initial Board of Directors

The initial Board of Directors of this corporation shall consist of one (1) member, such member to hold office until his successor has been duly elected and qualify. The name and street of the initial director are:

<u>Name</u>	<u>Address</u>
Mario Piazza	5502 Anderson Road, Tampa, Florida 33634

ARTICLE IX

By-Laws

(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of

Directors of this corporation; provided, however, that any by-law in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any by-law made by them that such by-law shall not be altered, amended or repealed by the Board of Directors.

(b) The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not in consistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

## ARTICLE X

### AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

## ARTICLE XI

### STOCK TRANSFER AGREEMENTS

If all, or any, of the shareholders or subscribers to stock of the corporation shall enter into any agreement between themselves or with the corporation or third persons, abridging, limiting, restricting or changing the rights or interest of any one or more of the shareholders or subscribers to sell, assign, transfer, mortgage, pledge, hypothecate or transfer on the books of the corporation, any and all of the shares of common stock of the corporation held by them and if a copy of the agreement is filed with the corporation, all certificates of shares subject to such agreement or restriction shall have a reference thereto endorsed thereon by an officer of the corporation and such stock shall not thereafter be transferred on the books of the corporation except in accordance with the terms and provisions of the agreement. If the agreement so provides, the certificates of stock shall be registered so that shares standing in the name of any person as pledgee, trustee, or other fiduciary may be voted, in person or by proxy, and without proof of authority.

## ARTICLE XII

### INFORMAL SHAREHOLDER ACTION

The holders of not less than sixty-one percent (61%) of the issued and outstanding shares of the common stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the Bylaws of the corporation.

## ARTICLE XIII

### CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as ~~may~~ many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

## ARTICLE XIV

### PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares as to which his preemptive rights are exercised within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XV

Affiliated Transactions

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 2nd day of June, 1999.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.

  
MARIO PLAZZA

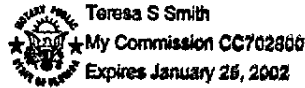
STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation were sworn to and acknowledged before me this 2nd day of June, 1999, by MARIO PLAZZA, who is know to me personally.



NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



ACCEPTANCE AND ACKNOWLEDGEMENT

I hereby accept my appointment to act as registered agent, and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and am familiar with and accept the obligations of Florida Statutes Section 617.023.

  
MARIO PLAZZA

FILED  
99 JUN -3 PM 3.05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA