



THE UNITED STATES
CORPORATION
COMPANY

P9900052/55

FILED

99 JUN -8 PM 1:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 266491 4346980

AUTHORIZATION :

Patricia Pyjunt

COST LIMIT : \$ 78.75

ORDER DATE : June 8, 1999

ORDER TIME : 10:28 AM

ORDER NO. : 266491-005

CUSTOMER NO: 4346980

700002898037--6

CUSTOMER: Ms. Felicia M. Twardoch
KALISH & WARD
KALISH & WARD
101 East Kennedy Boulevard
4100 Barnett Plaza
Tampa, FL 33602

DOMESTIC FILING

NAME: EXCELSIOR DIVERSIFIED
SERVICES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Mimi Stephens

EXAMINER'S INITIALS:

PH 6/9/99 (6)

W99-13300

FILED
99 JUN -8 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 JUN -8 AM 11:34
DEPARTMENT OF STATE
DIVISION OF CORPORATE
AND FINANCIAL SERVICES
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 8, 1999

CSC NETWORKS

SUBJECT: EXCELSIOR DIVERSIFIED SERVICES, INC.
Ref. Number: W99000013300

We have received your document for EXCELSIOR DIVERSIFIED SERVICES, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The registered agent must have a Florida street address. A post office box is not acceptable.

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) 487-6915.

Pamela Hall
Document Specialist

Letter Number: 199A00030938

RESUBMIT

Please give original
submission date as file date

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 JUN -9 AM 11:41

RECEIVED

ARTICLES OF INCORPORATION
OF
EXCELSIOR DIVERSIFIED SERVICES, INC.

FILED

99 JUN -8 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE 1

NAME

The name of this corporation shall be: **Excelsior Diversified Services, Inc.**

ARTICLE 2

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of this corporation shall be:

P. O. Box 89095
Tampa, Florida 33689-0401

ARTICLE 3

CAPITAL STOCK

1. **Authorized Capitalization.** The total number of shares of capital stock authorized to be issued by this Corporation shall be:

100,000 shares of common stock, par value \$.01 per share (the "Common Stock").

2. **Payment for Stock.** All or any part of the consideration for the issuance of the capital stock of this Corporation may be in cash, property or labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for that purpose, which consideration, in any event, shall not be less than the par value of the shares issued therefor. All stock when issued shall be fully paid and nonassessable.

3. **Voting.** The voting power of this Corporation shall be vested solely in the Common Stock. Holders of shares of Common Stock shall be entitled to one vote for each share of Common Stock. There shall be no cumulative voting in the election of directors.

4. **Dividends.** Any and all dividends are to be shared among the holders of shares of outstanding Common Stock on a share for share basis.

ARTICLES OF INCORPORATION OF
EXCELSIOR DIVERSIFIED SERVICES, INC.

PAGE 2

ARTICLE 4

REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of this corporation shall be located at 12249 137th Street North Largo, Florida 33774 and the initial registered agent of this corporation at such office shall be Diana L. Sparks. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

ARTICLE 5

BOARD OF DIRECTORS

The Board of Directors of this corporation shall consist of a number of directors to be fixed from time to time by the stockholders or the bylaws. 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.

ARTICLE 6

INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall consist of two (2) members, such members to hold office until her or his successors have been duly elected and qualify. The names and street addresses of the initial directors are:

| <u>Name</u> | <u>Address</u> |
|------------------|--|
| Diana L. Sparks | Post Office Box 89095 Tampa, Florida 33689-0401 |
| George S. Sparks | Post Office Box 89095 Tampa, Florida 33689-0401 |

ARTICLE 7

INCORPORATOR

The name and street address of the incorporator making these Articles of Incorporation are:

| <u>Name</u> | <u>Address</u> |
|-----------------|--|
| Diana L. Sparks | 12249 137th Street North Largo, Florida 33774 |

ARTICLE 8

PURPOSES AND DURATION

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act. This corporation shall have perpetual existence.

ARTICLE 9

BYLAWS

The power to adopt the bylaws of this corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation.

ARTICLE 10

AMENDMENT OF ARTICLES OF INCORPORATION

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE 11

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 incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.

DATED this 4th day of June, 1999.


DIANA L. SPARKS

EXCELSIOR DIVERSIFIED SERVICES, INC.
ACCEPTANCE OF SERVICE AS REGISTERED AGENT

FILED
99 JUN -8 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, DIANA L. SPARKS, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of such position.

DATED this 4th day of June, 1999.

Diana L Sparks
DIANA L. SPARKS