

P99000061084

June 22, 1999

Florida DEPT. OF STATE
DIVISION OF CORPORATION
P.O. BOX 6327
TALLAHASSEE, FL. 32314

200002914952--1
-06/24/99--01105--007
*****78.75 *****78.75

Re: Notice of Incorporation.

To Whom It May Concern:

I am writing to your publication pursuant to the laws of the State of Florida. In accordance with the Florida Statutes, please allow this letter to serve as the Notice of Incorporation for **Petrus European Services, Inc.** Additionally, please find enclosed a check in the amount of 78.75 dollars (\$ 78.75). This Notice of Incorporation shall be published a week for consecutive weeks commencing within ten (10) days after receipt.

NOTICE OF INCORPORATION

Notice is given that articles of incorporation which incorporate **Petrus European Services, Inc.** have been delivered to the Secretary of State for filing in accordance with the Florida Business Corporation Act. The initial registered office of the corporation is located at 2607 Grey Twig Lane, Ft. Pierce, Florida, 34981 and its initial registered agent at such address is Peter Webb.

Thank you for your efforts in this matter.

With best regards,

Peter Webb

99 JUN 24 PM 2:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

B. BROCK JUL 1 1999

1115100005111
2557



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 29, 1999

PETER WEBB
2607 GREY TWIG LANE
FT. PIERCE, FL 34981

SUBJECT: PETRUS EUROPEAN SERVICES, INC.
Ref. Number: W99000015111

We have received your document for PETRUS EUROPEAN SERVICES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

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) 487-6925.

Barbara Brock
Document Specialist

Letter Number: 299A00034297

Handwritten: (561) 466-1270

County of

St. Lucie

FILED
99 JUN 24 PM 2:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
Petrus European Services, INC.

The undersigned, being legally competent to enter into contracts, does hereby form this corporation under the Florida Business Corporation Act and does hereby note, subscribe and acknowledge these articles for that purpose, as follows:

1.

NAME: The name of the corporation is "Petrus European Services, Inc."

2.

GOVERNING LAW: This corporation is organized pursuant to the provisions of the Florida Business Corporation Act.

3.

NATURE OF BUSINESS, PREFACES AND OBJECT: The purpose of the corporation is pecuniary gain as to its stockholders, and for the following purposes on its own account and for others:

- (a) To engage in every phase and aspect of any lawful business.
- (b) To own stock of related companies which are subsidiaries or otherwise; to own real or personal property necessary or appropriate for the rendering of the stated purposes and services; and to invest the funds of the corporation in real estate, mortgages, stocks, bonds or any other type of

investment whatsoever.

(C) To do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of the purposes and objects enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation; and, in general, either alone or in association with other associations, corporations, firms or individuals, to carry on any lawful purpose permitted by law; and to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the corporation.

The foregoing paragraphs shall be construed as enumerating both purposes and objects of the corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes or objects shall not be held to limit or restrict in any manner the purposes or objects of the corporation otherwise submitted by law.

4.

CAPITAL STOCK: The maximum number of shares of capital stock that the corporation is authorized to have outstanding at any one time shall be One Hundred Thousand (100,000) shares of stock of the par value of one cent (\$.01) per share all of which shall be common stock of the same class.

All common stock issued shall be fully paid and nonassessable. Each share of stock shall be entitled to one (1) vote.

5.

CONTINUITY: The corporation shall not be dissolved or in any similar manner affected by the death, insanity, incompetence, conviction for felony, resignation, withdrawal, transfer of ownership or shares, retirement, or expulsion of any one (1) or more of the shareholders or by a vacancy on the Board of Directors or by any changes in the staff of the corporation or by the happening of any other event, which under the laws of the State of Florida, would work a dissolution of a partnership. No shareholder shall have the power to dissolve the corporation by his independent action of any kind, unless said shareholder holds a majority of the shares of this corporation and the dissolution of said corporation is put to a vote of the shareholders at a properly called and scheduled meeting under the bylaws of this corporation.

6.

DURATION: The duration of the corporation shall be perpetual; provided, however, that the corporation may be dissolved and terminated at any time by agreement of two-thirds ($\frac{2}{3}$) of the then outstanding shares of the corporation at any regular meeting or a special meeting of the shareholders called for that purpose. In the event of dissolution, the Board of Directors, as trustees of the property of the corporation, shall apply the corporation's assets, first with the payment of the debts of the corporation and second, pro rata to the shareholders of the corporation.

7.

RESTRAINTS ON ALIENATION OF STOCK AND CONDITIONS OF OWNERSHIP:

(a) The shareholders of the corporation shall have the power to include in the bylaws, adopt by a majority vote of the then outstanding shares of stock, any regular or restrictive provisions regarding the sale, assignment, pledge, transfer, or other disposition (whether by operation of law or otherwise) of any of the outstanding stock of the corporation by any of the shareholders. Such regulatory or restrictive provisions shall not affect the rights of third parties without actual knowledge thereof, unless existence such provisions shall be noted conspicuously on the certificate evidencing the ownership of such stock.

(b) No shareholder may sell, assign, pledge, transfer or otherwise dispose of (whether by operation of law or otherwise) a stock in the corporation to another person without having first complied with the regulatory and restrictive provisions referred to in subparagraph (a) and as set forth in the bylaws of this corporation or such other agreements.

8.

ADDITIONAL POWERS: In furtherance, and not in limitation, of the general powers conferred by the laws of the State of Florida, and of the purposes and objects stated in Article 3, the corporation shall have the following additional powers:

(a) To enter into any general or limited partnership or joint venture with any individual, firm, association or corporation for the purpose of carrying on any business with the corporation that said corporation has the direct or

incidental authority to pursue:

(b) To purchase and acquire any or all of its stock owned and held by any shareholder who should desire to sell, assign, pledge, transfer or otherwise dispose of (whether by operation of law or otherwise) his/her stock, in accordance with the bylaws or other agreement adopted by the shareholders of the corporation setting forth the terms and conditions of such purchase.

(c) To purchase and acquire the stock owned and held by any shareholder who may die, or retire in accordance with the provisions of Article 8, subparagraph (b) and bylaws adopted by the shareholders of the corporation setting forth the terms and conditions of such purchase.

(d) To enter into, for the benefit of its employees, one (1) or more of the following:

- (1) Pension Plan;
- (2) A Profit Sharing Plan;
- (3) A Sick Pay Plan;
- (4) A Thrift Plan and Savings Plan;
- (5) A Medical Expense Plan; or
- (6) Other fringe benefits or incentive compensation plans.

9.

BYLAWS: The dates on which a shareholders' annual meeting shall be held, the number of members of the Board of Directors, and their terms of office and the terms of office and powers and duties of the officers shall be fixed by the bylaws of the corporation. The shareholders shall have the power to make

bylaws for the regulation and government of the corporation, its Board of Directors, officers, employees, agents, servants and for all other purposes not in conflict with the laws of the State of Florida and to further amend or alter such bylaws at any time by the agreement of two-thirds ($\frac{2}{3}$) of the then outstanding shares of stock represented at any regular meeting or at a special meeting of the shareholders called for that purpose.

10.

GENERAL MANAGEMENT AND CONTROL: Subject to the restrictions, if any, as may be set forth in the bylaws, the Board of Directors shall exercise general management and control of the business and may exercise all of the powers of the corporation except such as may be limited by statute, or by the Articles of Incorporation or amendment thereto, or by the bylaws as constituted from time to time expressly conferred upon or reserved to the shareholders.

11.

DIVIDENDS: The Board of Directors may, from time to time, declare dividends upon the common stock of the corporation from the earned surplus arising from the business of the corporation and from the current year's earnings of the corporation determined in accordance with the generally accepted accounting principles.

12.

SUBCHAPTER S ELECTION: All shareholders of this corporation hereby agree and consent to elect Subchapter S status for taxation purposes, as provided for by 26 U.S.C. 1362(a)(2). Attached hereto, is exhibit "A" which evidences said shareholder's agreement and consent to this election.

13.

CONTRACTS: No contract or other transaction between the corporation and any other firm, association, or corporation shall be affected or invalidated by the fact that any of the members of the Board of Directors of the corporation are interested in or members, shareholders, governors, directors or officers of such firm, association, or corporation; and no contract, act or transaction of the corporation with any individual, firm, association or corporation shall be affected or invalidated by the fact that any of the members of the Board of Directors of the corporation are parties to or interested in such contract, act or transaction or are in any way connected with such individual, firm, association or corporation. Each and every individual who may become a member of the Board of Directors of the corporation is hereby relieved from any liability that might otherwise exist by reason of contracting with the corporation for the benefit of himself/herself or any firm, association or corporation in which he/she may in any way be interested.

14.

INDEMNIFICATION: The corporation shall indemnify its Directors made a party to any legal proceedings, including a proceeding brought by or in the right of the corporation, to the full extent allowed by §607.0850, F.S. without the necessity of any further ratification by the shareholders of the corporation. Such indemnification shall include but not be limited to the advance or reimbursement of expenses as provided for by §607.0850, F.S. The corporation shall also be authorized to indemnify and advance expenses to its officers, employees, or agents as may be approved by resolution of its Board of Directors, in accordance with §607.0850, F.S.

15.

ACTION WITHOUT MEETING: Any action required by law or by the bylaws of the corporation to be taken at a meeting of the shareholders of the corporation, and any action which may be taken at a meeting of the shareholders, may be taken without a meeting if a written consent, setting forth the action so taken, shall be signed by persons entitled to vote at a meeting, those shares having sufficient voting power to cast not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote were present and voted. Notice of such action without a meeting by less than unanimous written consent shall be given within ten (10) days of the taking of such action to those shareholders of record on the date when the written consent is first executed and whose shares were not represented on the written consent.

16.

INITIAL PRINCIPLE OFFICE: The mailing address of the initial principle office of the corporation shall be at: 2607 Grey Twig Lane, Ft. Pierce, Florida, 34981. (St. Lucie County).

17.

INITIAL REGISTERED OFFICE: The initial registered office of the corporation is at: 2607 Grey Twig Lane, Ft. Pierce, Florida, 34981 (St. Lucie County). The initial registered agent of the corporation at such address is: Peter Webb.

18.

BOARD OF DIRECTORS: The initial Board of Directors shall consist of:

(1) Peter Webb: President
(2) _____: Secretary and Treasurer

19.

INCORPORATORS: The incorporator is:

(1) Peter Webb: President
(2) _____: Secretary and Treasurer

20.

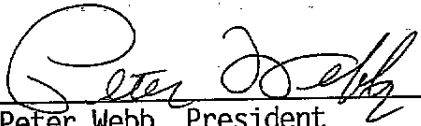
AMENDMENTS: The corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation at any time by the agreement of two-thirds ($\frac{2}{3}$) of the then existing shareholders at any regular meeting or at a special meeting of the shareholders called for that purpose, and all rights conferred on shareholders herein are granted subject to this

reservation.

21.

SEVERANCE: If any phrase, clause, sentence, paragraph or provision of these Articles of Incorporation is held void or illegal, it shall not impair nor affect the rest of these Article of Incorporation which shall remain in full force and effect.

AT WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation the 22 day of JUNE, 1999.

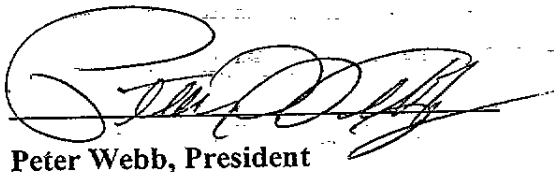

Peter Webb, President

Petrus European Services, Inc.

2607 Grey Twig Lane
Ft. Pierce, Florida 34981

EXHIBIT "A"

Pursuant to 26 U.S.C. §1362(a)(2) and in accordance with the provision set forth in paragraph 12 of the Articles of Incorporation for **Petrus European Services, Inc.**, all shareholders of said corporation hereby agree and consent to the election of Subchapter S Corporation Status on this the 22, day of June, 1999.

A handwritten signature in dark ink, appearing to read "Peter Webb", is written over a horizontal line.

Peter Webb, President

McAlpin Cavalcanti & Lewis

C P A

July 2, 1999

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

Subject: Petrus European Services, Inc.
Ref. Number: W99000015111

Letter Number: 299A00034297

This letter is to inform you that I, Peter Webb, am the registered agent for Petrus European Services, Inc. I hereby am familiar with and accept the duties and responsibilities as Registered Agent.

If you have any questions concerning the filing of this document, please call me.

Thank you,



Peter Webb
2607 Grey Twig Lane
Ft. Pierce, Florida 34981
(561)466-1270

FILED
99 JUN 24 PM 2:04
SECRETARY OF STATE
TALLAHASSEE FLORIDA