

LAW OFFICES OF  
CORNELL, GOODE, ROSS & EARLE, P.A.

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CHARLES W. SINGER  
OF COUNSEL

(561) 286-2990  
FAX (561) 286-2996

November 5, 1999

Secretary of State  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32301

200003037622--  
-11/08/99-01063-002  
\*\*\*\*\*78.50 \*\*\*\*\*78.50  
FLORIDA STATE  
TALLAHASSEE, FLORIDA  
11/8 AM 8:30

RE: Sky-High Flags, Inc.

Dear Madam or Sir:

Enclosed for filing are an original and one copy of the Articles of Incorporation and Certificate of Resident Agent for Sky-High Flags, Inc. Also enclosed is this firm's check in the amount of \$78.50, which represents the following:

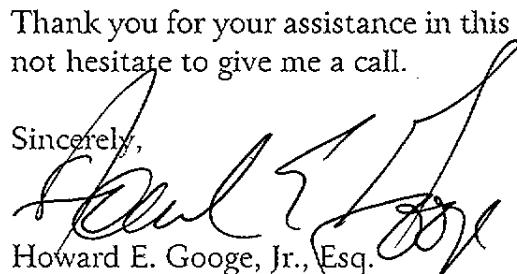
Certification	\$ 8.50
Registered Agent Fee	\$35.00
Filing Fee	\$35.00

EFFECTIVE DATE  
11-5-99

It is requested that, in accordance with Florida Statute §607.167, the commencement date for corporate existence shall be November 5, 1999.

Thank you for your assistance in this matter and should you have any questions, please do not hesitate to give me a call.

Sincerely,

  
Howard E. Goode, Jr., Esq.  
HEG/kmd  
Enclosure

09/11/10

ARTICLES OF INCORPORATION  
OF  
SKY-HIGH FLAGS, INC.

99 NOV -8 AM 8:30  
SIC STATE  
TALLAHASSEE, FLORIDA

FILED

ARTICLE I - NAME

The name of this corporation is Sky-High Flags, Inc.

ARTICLE II - DURATION

This corporation shall exist in perpetuity commencing on the date set forth in Article XIII of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value stock. All of said stock may be payable in any manner authorized by law.

EFFECTIVE DATE  
11-5-99

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof, as nearly as may be done without issuance of fractional shares at the price it is offered to the other purchasers.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 401 E. Osceola Street, Suite 102, Stuart, Florida, and the name of the initial Registered Agent of this corporation at that address is Howard E. Googe, Jr., Esq.

### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors, initially. The number of Directors may be increased or diminished from time to time according to the By-Laws, but shall never be less than one (1). The name and address of the initial Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Donald H. Taylor	1279 SE Coral Reef Street Post St. Lucie, FL 34983
Louie Bell	5005 SW 69 <sup>th</sup> Street Palm City, FL 34990

### ARTICLE VIII - INCORPORATORS

The names and addresses of the persons signing these Articles are:

<u>NAME</u>	<u>ADDRESS</u>
Donald H. Taylor	1279 SE Coral Reef Street Post St. Lucie, FL 34983
Louie Bell	5005 SW 69 <sup>th</sup> Street Palm City, FL 34990

### ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

### ARTICLE X - SHAREHOLDER QUORUM AND VOTING

A majority of the shares entitled to vote, as represented in person or proxy, shall constitute a quorum at a meeting of shareholders.

### ARTICLE XI - NO REMOVAL OF DIRECTORS

The shareholders of this corporation shall not be entitled to remove any Director without cause from office during his term.

### ARTICLE XII - INDEMNIFICATION

This corporation shall indemnify any officer or Director, or any former officer or Director, to the full extent permitted by law.

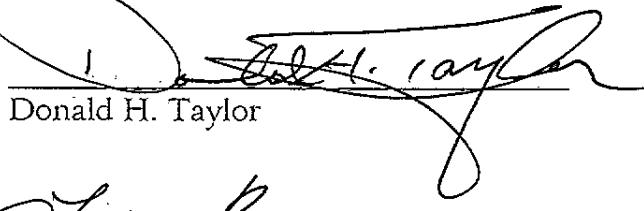
### ARTICLE XIII - COMMENCEMENT OF CORPORATE EXISTENCE

The commencement date of this corporation shall be November 5, 1999.

### ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholder is subject to this reservation. Any such amendment shall require the concurrence of two-thirds (2/3) of the shares entitled to vote.

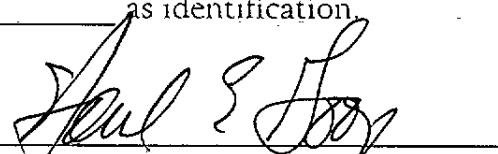
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 5 day of November, 1999.

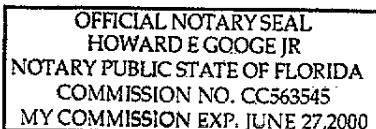
  
Donald H. Taylor

  
Louie Bell

STATE OF FLORIDA  
COUNTY OF MARTIN

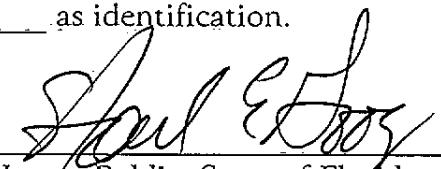
The foregoing instrument was acknowledged before me this 5 day of  
NOVEMBER, 1999, by Donald H. Taylor, who [ ] is personally known to me  
or who [ ] has produced \_\_\_\_\_ as identification.

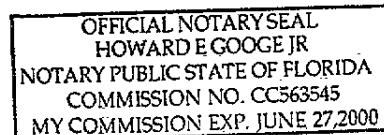
  
Notary Public, State of Florida



STATE OF FLORIDA  
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 5 day of  
NOVEMBER, 1999, by Louie Bell, who [ ] is personally known to me or who  
[ ] has produced \_\_\_\_\_ as identification.

  
\_\_\_\_\_  
Notary Public, State of Florida



**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT FOR SERVICE OF PROCESS**

for

**SKY-HIGH FLAGS, INC.**

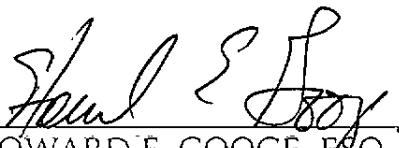
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act;

That SKY-HIGH FLAGS, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the City of Stuart, County of Martin, State of Florida, has appointed Howard E. Googe, Esquire, 401 East Osceola Street, Stuart, Florida 34994, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

DATED November 5, 1999.

  
HOWARD E. GOOGE, ESQ.

REC'D  
TALLAHASSEE, FLORIDA  
99 NOV -8 AM 8:30  
FILED