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Litigation Lawyer  
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3 Certified Mediator

October 27, 1999

P99000104646

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, FL 32301

VIA AIRBORNE EXPRESS

Re: HOSPITALITY SERVICES OF FLORIDA, INC.

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation with reference to the above corporation, in duplicate, together with a check in the amount of \$122.50 to cover the minimum charter tax, filing, certified copy and registered agent fees.

Please immediately file the original and return to me a certified copy of the same. Thank you.

Sincerely,

500003042745--  
-11/12/99-01077-002  
\*\*\*\*122.50 \*\*\*\*78.75  
78.75

  
TERRENCE S. BUCHERT

TSB/lmk

Enclosures

W-26279

AK 11/15



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

November 15, 1999

TERRENCE S. BUCHERT  
ENGLANDER & FISCHER, P.A.  
721 1ST AVE. NORTH  
ST. PETERSBURG, FL 33701

SUBJECT: HOSPITALITY SERVICES OF FLORIDA, INC.  
Ref. Number: W99000026279

We have received your document for HOSPITALITY SERVICES OF FLORIDA, 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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name 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) 487-6878.

Alan Crum  
Document Specialist

Letter Number: 199A00054835

**ARTICLES OF INCORPORATION**

**OF**

**HOSPITALITY SERVICES AND DISTRIBUTORS, INC.,  
a Florida corporation**

**FILED**  
99 DEC -2 AM 3:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

**Name**

1.1. The name of the corporation is HOSPITALITY SERVICES AND DISTRIBUTORS, INC.

**ARTICLE II**

**Duration**

2.1 This corporation shall have perpetual existence commencing on the date of filing of these Articles of Incorporation with the Department of State of Florida.

**ARTICLE III**

**Purpose**

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

**ARTICLE IV**

**Capital Stock**

4.1 This corporation is authorized to issue 7500 shares of stock of \$1.00 par value common stock.

## **ARTICLE V**

### **Preemptive Rights**

5.1 Should the capital stock be increased at any time, the stockholders of each class at the time of such increase shall be entitled to a pro-rata share of such increase upon payment for the shares at the price at which the shares are offered to others.

## **ARTICLE VI**

### **Initial Registered Office and Agent**

6.1 The street address of the initial registered office of this corporation is 721 1<sup>st</sup> Avenue North, St. Petersburg, Florida 33701, and the name of the initial registered agent of this corporation is Terrence S. Buchert, Esq.

## **ARTICLE VII**

### **Principal Office and Mailing Address**

7.1 The initial principal office of this corporation is located at 626 Woodgate Circle, Sunrise, FL 33326, and the corporation's initial mailing address shall be the same.

## **ARTICLE VIII**

### **Initial Board of Directors**

8.1 This corporation shall have one (1) director.

8.2 The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one (1).

8.3 The name and address of the initial director of this corporation is:

THOMAS A. CLEMENTS, JR.  
626 Woodgate Circle  
Sunrise, FL 33326

**ARTICLE IX**

**Incorporators**

9.1 The name and address of the persons signing these Articles is:

TERRENCE S. BUCHERT, ESQ.  
ENGLANDER & FISCHER, P.A.  
721 First Avenue North  
St. Petersburg, FL 33701

**ARTICLE X**

**Indemnification**

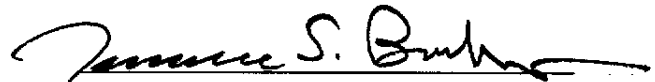
10.1 The corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

**ARTICLE XI**

**Amendment**

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on December, 1999.

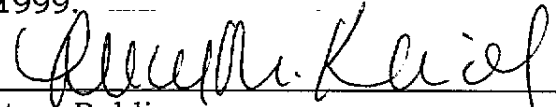
  
Incorporator

STATE OF FLORIDA     §  
COUNTY OF PINELLAS §

BEFORE ME, the undersigned authority duly authorized to take acknowledgements and administer oaths, personally appeared TERRENCE S. BUCHERT, who is personally known to me and who did take an oath. TERRENCE S. BUCHERT, who after first being duly sworn, deposes and says that he has read the foregoing **Articles of Incorporation of HOSPITALITY SERVICES AND DISTRIBUTORS, INC., a Florida corporation** and the

matters and things contained therein are true and correct to the best of his knowledge and belief and that the execution of the foregoing is a free act and deed.

WITNESS my hand and official seal at Pinellas County and State aforesaid, this 1st day of December, 1999.

  
Notary Public  
Commission No.



(Name of Notary typed, printed or stamped)

**CONSENT OF REGISTERED AGENT**

Having been named as Registered Agent for HOSPITALITY SERVICES AND DISTRIBUTORS, INC. , at the registered office designated in the Articles of Incorporation, the undersigned hereby accepts the designation of Registered Agent.

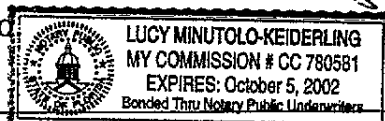
  
TERRENCE S. BUCHERT

STATE OF FLORIDA §  
COUNTY OF PINELLAS §

BEFORE ME, the undersigned authority duly authorized to take acknowledgements and administer oaths, personally appeared TERRENCE S. BUCHERT, who is personally known to me and who did take an oath. TERRENCE S. BUCHERT, who after first being duly sworn, deposes and says that he has read the foregoing **Consent of Registered Agent** and the matters and things contained therein are true and correct to the best of his knowledge and belief and that the execution of the foregoing is a free act and deed.

WITNESS my hand and official seal at Pinellas County and State aforesaid, this 1st day of December, 1999.

  
Notary Public  
Commission No.



(Name of Notary typed, printed or stamped)

FILED

2 AM 3:10  
STATE  
FLORIDA