

Division of Corporations

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## Florida Department of State

Division of Corporations

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## FLORIDA PROFIT CORPORATION OR P.A.

PRIME INSPECTIONS, INC.

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
PRIME INSPECTIONS, INC.**

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

**ARTICLE I**

**Name**

The name of this corporation shall be:

**PRIME INSPECTIONS, INC.**

**ARTICLE II**

**Business and Purposes**

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 General 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.

**ARTICLE III**

**Capital Stock**

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 7,500 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for

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the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in other property (tangible or intangible) or in labor or services actually performed for this corporation, at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

#### **ARTICLE IV**

##### **Existence of Corporation**

This corporation shall have perpetual existence.

#### **ARTICLE V**

##### **Principal Office, Registered Office and Registered Agent**

The principal office, mailing address and initial registered office of this corporation shall be located at **4406 Loma Vista Drive, Valrico, Florida 33594** and the initial registered agent of this corporation at such office shall be **Marcelo Kalil**. This corporation shall have the right to change such principal and registered offices and such registered agent from time to time, as provided by law.

#### **ARTICLE VI**

##### **Board of Directors**

The Board of Directors of this corporation shall consist of not less than one (1) nor more than seven (7) members, the exact 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. A quorum for the transaction of

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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 bylaws 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 VII

### Initial Board of Directors

The initial Board of Directors shall consist of two members, such members to hold office until their successors have been duly elected and qualified. The name and street address of the initial directors are:

<u>Name</u>	<u>Address</u>
Joseph Jamsky	4408 Loma Vista Drive Valrico, Florida 33594
Marcelo Kalil	4406 Loma Vista Drive Valrico, Florida 33594

## ARTICLE VIII

### Incorporator

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

<u>Name</u>	<u>Address</u>
Joseph Jamsky	4406 Loma Vista Drive Valrico, Florida 33594

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## ARTICLE IX

### Bylaws

(a) 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; provides, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by vote of the stockholders. No bylaw which has been altered, amended or adopted by such a vote of the stockholders may be altered, amended or repealed by the vote of the directors until two years shall have expired since such action by vote of such stockholders.

(b) The bylaws 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 inconsistent 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 of Articles of Incorporation

This corporation reserved 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.

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

Joseph Jamsky  
JOSEPH JAMSKY

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this 16th day of December, 1999 personally appeared **JOSEPH JAMSKY**, to me well known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily, for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

Julia B. Boyette  
NOTARY PUBLIC

My Commission Expires:



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PRIME INSPECTIONS, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ACCEPTANCE OF SERVICE AS REGISTERED AGENT

MARCELO KALIL, 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 under Chapter 607, Florida Statutes.

DATED this 16<sup>th</sup> day of December, 1999.

  
MARCELO KALIL