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ACCOUNT NO. : 072100000032  
REFERENCE : 572182 7128922  
AUTHORIZATION : *Patricia Pruitt*  
COST LIMIT : \$ 78.75

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 FEB -2 PM 3:51

ORDER DATE : February 1, 2000

ORDER TIME : 2:27 PM

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ORDER NO. : 572182-010

CUSTOMER NO: 7128922

CUSTOMER: Charles W. Webb, Esq  
CHARLES W. WEBB, ATTORNEY AT  
CHARLES W. WEBB, ATTORNEY AT  
2172 Hillview Street

Sarasota, FL 34239

DOMESTIC FILING

NAME: GALLAGHER AND VILLAVECES, 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: Carrie Vaught

EXAMINER'S INITIALS:

RECEIVED  
00 FEB -2 PM 3:54  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*g e p r u o*

EFFECTIVE DATE

01/31/00

**ARTICLES OF INCORPORATION**

OF

**GALLAGHER AND VILLAVECES, INC**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 FEB -2 PM 3: 51

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, does hereby form a corporation for profit under the laws of the State of Florida.

**ARTICLE I**

The name of the corporation shall be GALLAGHER AND VILLAVECES, INC.

**ARTICLE II**

The general nature of the business or purposes to be conducted or promoted are: To manufacture, design, construct, own, use, buy, sell, lease, hire and deal in and with articles and property of all kinds, to render service of all kinds, and to engage in any or all lawful acts, activities or businesses for which corporations may be organized under the laws of The United States and of the State of Florida.

**ARTICLE III**

The corporation shall have the power:

- A. To have succession by its corporate name perpetually.
- B. To sue and be sued, appear and defend in all actions and proceedings in its corporate name to the same extent as if it were a natural person.
- C. To adopt and use a common corporate seal and alter the same.
- D. To appoint such officers and agents as its affairs shall require and to allow them suitable compensation.
- E. To adopt, change, amend and repeal the corporate by-laws, not inconsistent with the laws of The State of Florida or exercise of its corporate powers, the management, regulation and government of its affairs and property, the transfer on its records of its stock or other evidence of interest or membership and the calling of meetings of its stockholders.
- F. To acquire, enjoy, utilize and dispose of patents, copyrights, trademarks, and any licenses or other rights or interests thereunder or therein.
- G. To establish all types of plans, to include but not limited to, pension-profit

sharing plans, wage continuation plans, group term plans, medical care, accident and health plans.

**H.** To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, express, railroad, canal, association, fraternal benefit society, state fair or exposition.

**I.** To borrow money for its corporate purposes, and to make, accept, endorse, execute and issue Promissory Notes, Bills of Exchange, Bonds, Debentures or other obligations from time to time for the purchase of property or for any purpose in or about the business of the corporation, and, if deemed proper, to secure the payment of any such obligations by mortgages, pledge, deed or trust or otherwise.

**J.** To acquire and take over as a going concern and thereafter to carry on the business of any person, firm or corporation engaged in any business which this corporation is authorized to carry on, and in connection therewith to acquire the good will and all or any of the assets, and to assume or otherwise provide for all or any of the liabilities of any such business.

**K.** To sell, improve, manage, develop, lease, mortgage, dispose of or otherwise turn to account or deal with all or any part of the property of the corporation.

**L.** To carry on business at any place or places within the jurisdiction of The United States, the District of Columbia, and in any and all foreign countries, and to purchase, hold, mortgage, convey, lease or otherwise dispose of and deal with real and personal property at any such place or places.

**M.** To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or convenient for the business of the corporation, or business of a similar nature, with any person, firm, corporation, private, public and municipal body politic, under the Government of The United States, or any State, territory or colony thereof, the District of Columbia, or any foreign government, so far as and to the extent that the same may be done and performed by corporations organized pursuant to Florida Law.

**N.** To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes, the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in connection with other corporations, firms, or individuals and either as principals or agents, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects and purposes.

**O.** To purchase the corporate assets of any other corporation and engage in the same or other character of business.

**P.** To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by another corporation of the State of Florida or any other state or government and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

**Q.** The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof as conferred by the laws of the State of Florida and of The United States of America upon corporations.

#### **ARTICLE IV**

The corporation shall have authority to issue a total of SEVENTY-FIVE HUNDRED shares (7,500) of capital stock of the par value of ONE DOLLAR (\$1.00) per share, all of which shares shall be of one class and shall be designated as Common Voting Stock.

The power to issue and to determine the consideration to be paid for the authorized shares of par value stock shall belong exclusively to the Board of Directors, said Board of Directors to be limited only by the requirement that the authorized shares of par value stock may be issued only for a consideration having a value in the judgment of the Board of Directors at least equivalent to the full par value of the stock so to be issued.

#### **ARTICLE V**

No stockholder upon the sale of any new stock of the same kind, class or series as that which he already holds shall be entitled to preemptive rights; that is, no stockholder, upon the sale of any new stock of the same kind, class or series as that which he already

holds, shall have the right to purchase his prorata share thereof at the price at which it is offered to others unless said preemptive rights are granted by an appropriate resolution of the Board of Directors, which resolution must receive the unanimous approval of all members of said Board of Directors.

#### **ARTICLE VI**

The street address of the initial registered office of the corporation is 2172 Hillview Street, Sarasota, Florida, and the name of the initial registered agent of this corporation at that address is CHARLES W. WEBB.

#### **ARTICLE VII**

This corporation shall have perpetual existence.

#### **ARTICLE VIII**

Corporation existence shall commence at the time of subscription and acknowledgment if these Articles of Incorporation are filed by the Department of State within five (5) days, exclusive of legal holidays, after subscription and acknowledgment thereof.

#### **ARTICLE IX**

The initial street address of the principal office of this corporation shall be 4223 S. Shade Avenue, Sarasota, Florida, and the initial mailing address of the principal office of this corporation shall be 4223 S. Shade Avenue, Sarasota, Florida 34231. The stockholders may from time to time designate such other street address and mailing address and place for the principal office of this corporation as they may see fit.

#### **ARTICLE X**

When this proposed corporation begins business, it shall have ONE (1) director. This proposed corporation, however, reserves the right and power to increase and decrease the number of directors as provided in the corporation by-laws or by appropriate action of the stockholders, but the number of directors shall never be less than one.

#### **ARTICLE XI**

The name and street address of the members of the first Board of Directors who, subject to the provisions of the Articles of Incorporation, the by-laws of this corporation, and the laws of the State of Florida, shall hold office for the first year of the corporation's existence or until the respective successor or successors are elected or appointed and

have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
JOHN S. GALLAGHER	6312 Hollywood Blvd, Sarasota, FL 34231
CARMEN L. VILLAVECES	4223 S. Shade Avenue, Sarasota, FL 34231

**ARTICLE XII**

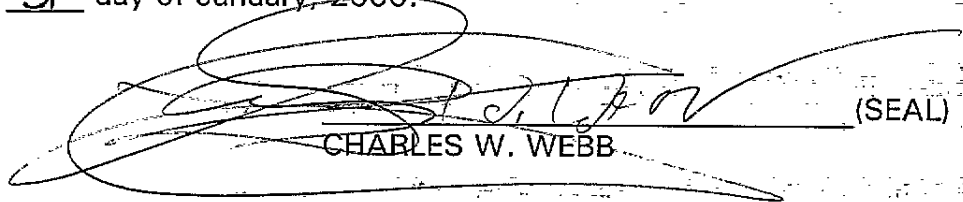
The name and street address of the incorporator of these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
CHARLES W. WEBB	2172 Hillview Street, Sarasota, Florida 34239

**ARTICLE XIII**

This corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted to this reservation.

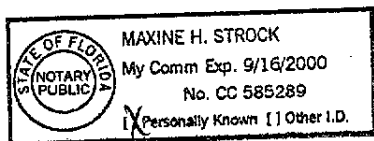
IN WITNESS WHEREOF, the undersigned, for the purpose of forming this corporation to do business both within and without the State of Florida, and in pursuance of the Corporation Law of the State of Florida, does make and file in the office of the Secretary of State of the State of Florida these Articles of Incorporation, and certifies that the facts herein are true, on this 31 day of January, 2000.

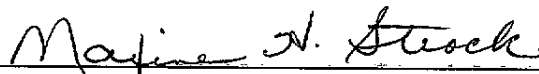
  
 (SEAL)  
 CHARLES W. WEBB

STATE OF FLORIDA  
COUNTY OF SARASOTA

BEFORE ME, personally appeared CHARLES W. WEBB, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the county and state named above, this 31 day of January, 2000.



  
 Notary Public  
 My Commission expires:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

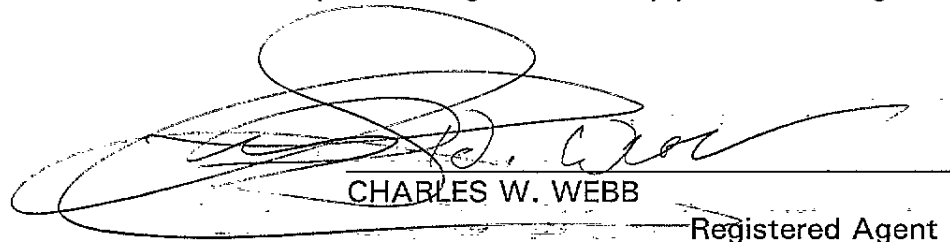
Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: GALLAGHER AND VILLAVECES, INC
2. The name and address of the registered agent and office is:

CHARLES W. WEBB, Attorney at Law

2172 Hillview Street, Sarasota, FL 34239

having been named as REGISTERED AGENT and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
CHARLES W. WEBB  
Registered Agent

Date: 1-31-2000