

POWERS, HARRELL, MAFUSO & OLSON, P.A.
ATTORNEYS AT LAW

James H. Burgess, Jr.
Board certified civil trial lawyer

Donald J. Harrell
Also admitted in Pennsylvania

R. Lynette Mancuso
*Board certified real estate lawyer
Certified civil & family court mediator*

Paul E. Olson
Board certified real estate lawyer

John A. Colton

May 27, 1996

4000001837314
-05/29/96--01070--017
*****70.00 *****70.00

Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Re: Filing of Articles of Incorporation
G-Q COMPANY, INC.

Dear Sir or Madame:

Enclosed please find the original of the Articles of Incorporation for the above-referenced corporation, and a check in the total amount of the following:

Articles Filing Fee	\$35.00
Agent Designation Filing Fee	<u>35.00</u>
	\$70.00

Please file the original and return evidence of filing to me.

Thank you for your promptness. If you have any questions or comments in this regard, please do not hesitate to contact me.

Yours truly,


Donald J. Harrell
For the Firm

FILED
JUN -5 AM 9 04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Encs.
cc: client (w/o/encs.)

12511-060
6-5-96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 31, 1996

DONALD J. HARRELL, ESQUIRE
2033 MAIN STREET
SUITE 300
SARASOTA, FL 34237

SUBJECT: G-Q COMPANY, INC.
Ref. Number: W96000011521

We have received your document for G-Q COMPANY, INC. and your check(s) totaling \$70.00. 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. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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

Please return 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 (904) 487-6933.

Dana Farmer
Document Specialist

Letter Number: 296A00027214

ARTICLES OF INCORPORATION
OF
GOW-QUIL COMPANY, INC.

FILED
96 JUN -5 AM 9 04

THESE ARTICLES OF INCORPORATION are hereby adopted by the undersigned incorporator of this corporation for pecuniary profit under the Florida Business Corporation Act.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME AND LOCATION OF AGENT AND OFFICES

Section 1.1 Name. The name of the corporation shall be GOW-QUIL COMPANY, INC.

Section 1.2 Principal Office and Mailing Address. The corporation's principal office, if known, shall be 4870 S. TAMiami TRAIL, SARASOTA, FLORIDA 34231, and the mailing address of the corporation shall be 4870 S. TAMiami TRAIL, SARASOTA, FLORIDA 34231. The corporation may change the foregoing addresses, transact business at other places within or without the State of Florida and establish branch offices within or without the State of Florida, all as the Board of Directors may from time to time determine.

Section 1.3 Initial Registered Agent and Office; Statement of Acceptance. The initial Registered Agent for the corporation to accept service of process within the State of Florida shall be DONALD J. HARRELL. The initial Registered Office street address of the Registered Agent shall be 2033 MAIN STREET, SUITE 300, SARASOTA, FLORIDA 34237. The initial Registered Agent hereby states that the Registered Agent is familiar with, and accepts, the obligations of this position.

ARTICLE II
COMMENCEMENT AND DURATION

Section 2.1 Commencement of Corporate Existence. The corporation's existence shall commence at 12:01 A.M. on the date of the subscription and acknowledgment hereof, which date shall be within five (5) business days prior to the filing hereof by the Department of State.

Section 2.2 Duration. The corporation shall have perpetual existence, or until dissolved according to law.

ARTICLE III
PURPOSE AND POWERS

Section 3.1 Purpose. The general purpose for which the corporation is initially organized shall be to transact any and all lawful business for which a corporation may be incorporated under the laws of Florida, and to do everything necessary or convenient

for the accomplishment of said purpose, and to do all other things incidental thereto or connected therewith that are not prohibited by law, and to carry out said purpose in any state, territory, district or possession of the United States or in any foreign country, to the extent not prohibited by law therein.

Section 3.2 Powers. The corporation shall have and exercise all of the corporate powers enumerated in or otherwise permitted under the Florida Business Corporation Act.

ARTICLE IV AUTHORIZED SHARES

Section 4.1 Class, Number, Par and Description. The shares of stock authorized hereunder shall not be divided into classes and shall consist of one (1) class of common stock only. The aggregate number of shares of stock which the corporation shall be authorized to issue and have outstanding at any one time shall be limited to one thousand (1,000) shares at one dollar (\$1.00) par value. These shares shall have unlimited voting rights and are entitled to receive the net assets of the corporation upon dissolution.

Section 4.2 Consideration. The consideration for the issuance of said shares, or any part thereof, shall be money current of the United States of America, or property or services of value at least equivalent to the stock issued as fixed and determined by the Board of Directors of said corporation. Whenever any share or shares of stock are issued in consideration of payment to be made in property or in services, the fair and just value of the property to be transferred or the services performed as a consideration for the issuance of said stock shall be affixed by the Board of Directors of the corporation. Any and all shares of stock of the corporation which shall be issued for the consideration, or for not less than the consideration in cash, property, or services, shall be fully paid and nonassessable.

Section 4.3 No Preemptive Rights. The shareholders of the corporation shall have no preemptive rights granted by the Articles of Incorporation to acquire unissued or treasury shares of the corporation or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.

Section 4.4 Plurality Voting. Shareholder voting shall be on a plurality basis. The shareholders of the corporation shall not be entitled to vote their shares cumulatively in elections for the Board of Directors.

ARTICLE V GENERAL

Section 5.1 Amendment. The Articles of Incorporation may be amended from time to time only by action of the Board of Directors and the shareholders in accordance with applicable law.

Section 5.2 Organizational Meeting. After the corporate existence begins, an organizational meeting of any initial directors and/or incorporators, as the case may be, shall be held, at the call of a majority, to elect directors if needed, appoint officers, adopt bylaws, and transact other necessary business. The person(s) calling the meeting shall give three (3) days' advance written notice of the time and place of the meeting to each person called.

Section 5.3 Incorporators. The name and address of the incorporator executing this instrument is as follows: DONALD J. HARRELL - 2033 MAIN STREET, SUITE 300, SARASOTA, FLORIDA 34237.

IN WITNESS WHEREOF, the undersigned executed this instrument this 22nd day of May, 1996.

SIGNATOR:


DONALD J. HARRELL
Incorporator & Registered Agent

FILED
96 JUN -5 AM 9:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000047422

BURGESS, HARRELL, MANCUSO & OLSON, P.A.

Attorneys at Law

James H. Burgess, Jr.
Board certified civil trial lawyer

Donald J. Harrell
Also admitted in Pennsylvania

R. Lynette Mancuso
*Board certified real estate lawyer
Certified circuit & family court mediator*

Paul E. Olson
Board certified real estate lawyer

John A. Colton

Division of Corporations
Department of State
409 E. Gaines St.
Tallahassee, FL 32399

100001077041
-06/27/96 - 01025--001
*****35.00 *****35.00

RE: Filing of Articles of Amendment
GOW-QUIL COMPANY, INC.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Amendment, along with the Consent of Shareholders for the above referenced corporation, and a check in the amount of the following:

Articles Filing Fee \$35.00

Also enclosed is an appropriate Consent to Name Use. Please file the original and return your evidence of filing to me.

Thank you for your promptness. If you should have any questions regarding the enclosures, please contact me.

Yours truly,

Donald J. Harrell

Donald J. Harrell
For the Firm

DJH/sh
cc: Client (w/o encl.)

... 2002 996

ml

96 JUN 26 AM 11:39

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

GOW-QUIL COMPANY, INC.
ARTICLES OF AMENDMENT

SECRET
DWA
96 JUN 26 AM 11:39

Pursuant to the Florida Business Corporation Act, the above corporation hereby adopts the following articles of amendment to its Articles of Incorporation:

1. Name. The name of the corporation is GOW-QUIL COMPANY, INC.

2. Amendment Text. The amendment to the articles of incorporation of the corporation provides as follows:

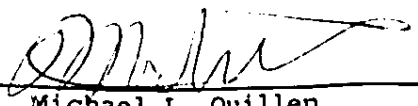
RESOLVED, that an amendment to the articles of incorporation of the corporation be and hereby is adopted changing the name of the corporation from GOW-QUIL COMPANY, INC. to RED BARN OF SARASOTA, INC.

3. Date Adopted. The above amendment was adopted on the date hereof.

4. Method of Adoption. The above amendment was duly adopted by the board of directors and the shareholders. The common stock shareholders is the only voting group of shareholders entitled to vote separately on the amendment, and the number of votes cast for the amendment by each voting group was sufficient for approval by that voting group. Written consent of shareholders to such action has been given in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

5. Effective Time and Date. This instrument shall become effective at 12:01 A.M. on the date of the filing hereof by the Department of State.

IN WITNESS WHEREOF, the undersigned executed this instrument this 5 day of June, 1996

GOW-QUIL COMPANY, INC.
By: 
Michael L. Quillen
President

GOW-QUIL COMPANY, INC.
CONSENT OF SHAREHOLDERS AND DIRECTORS
TO
AMENDMENT TO ARTICLES OF INCORPORATION

The above-referenced meeting of directors and shareholders of the above corporation was held by this written consent on June 19, 1996, at the principal office of the corporation, for the purposes herein contained.

1. Procedural Formalities. It was determined that the meeting was properly noticed (or waived), called and convened. It was determined that shareholders of all of the outstanding shares and all directors were present at the meeting, and constituted a quorum for the conduct of business at the meeting.

2. Transaction of Business. On motion duly made, seconded and unanimously carried, the following preambles and/or resolutions were adopted:

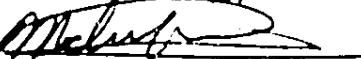
RESOLVED, that an amendment to the articles of incorporation of the corporation be and hereby is adopted changing the name of the corporation from GOW-QUIL COMPANY, INC. to RED BARN OF SARASOTA, INC.

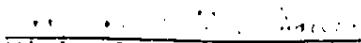
RESOLVED FURTHER, that the officers and directors of the corporation hereby are authorized and directed to execute and file formal articles of amendment and to take any and all necessary action in order to effectuate the foregoing intent.

3. Adjournment. On motion duly made, seconded and duly carried, the meeting was adjourned.

IN WITNESS WHEREOF, the undersigned executed this instrument as of the date first above written.

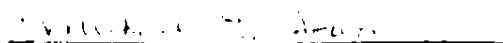
SHAREHOLDER(S)


Michael L. Quillen



Michael T. Gowan

DIRECTOR(S)


Michael L. Quillen


Michael T. Gowan

The secretary of the corporation hereby certifies the above instrument and files the same with and as the records of the corporation as of the date first above written.


Michael T. Gowan
As Secretary

CONSENT TO USE OF CORPORATE NAME
OF
RED BARN OF SARASOTA, INC.

Pursuant to the provisions of the Florida corporation law, the above consenting corporation hereby consents to the use by GOW-QUIL COMPANY, INC., the using corporation, of the consenting corporation's corporate name. Accordingly, the using corporation may use, or change its corporate name to, the consenting corporation's name or a name deceptively similar.

IN WITNESS WHEREOF, the undersigned executed this instrument this 5th day of June, 1946.

WITNESS:

[Signature]
James L. Moore (print name)

[Signature]
J. Fletcher (print name)

CONSENTING CORPORATION:
RED BARN OF SARASOTA, INC.

BY: [Signature]
Margaret Q. Linnell (print name)
Red Barn President