

P9800006407

Dye, Scott, Prather & Petruff, P.A.

Attorney-at-Law

1111 Third Avenue West, Suite 300
Bradenton, Florida 34205

Stephen R. Dye
Richard G. Groff¹
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Patricia A. Petruff³
Alan Hardy Prather^{*}
Robert L. Scott^{**}

Please Reply To:
P. O. Drawer 9480
Bradenton, FL 34206

Tel: 941/748-4411
Fax: 941/748-1573

^{*}Board Certified City, County And Local Government Law
^{**}Board Certified Wills, Trusts And Estate Law

¹Also Admitted In Colorado

²Also Admitted In South Carolina

³Also Admitted In California

June 9, 1998

Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

100002558551--3
-06/12/98--01077--005
*****70.00 *****70.00

RE: Filing of Articles of Incorporation
Prenez En Gre, Ltd.

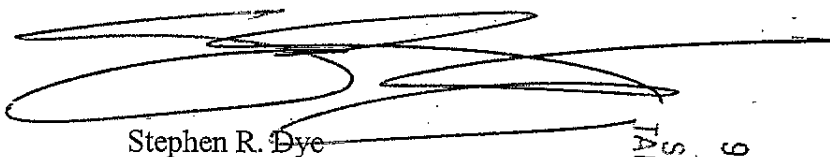
EXPIRATION DATE
6-10-98

Dear Ladies and Gentlemen:

Enclosed please find our check in the amount of \$70.00 to cover the \$35.00 filing fee and \$35.00 Registered Agent Fee for the Prenez En Gre, Ltd. Please return the certificate to the undersigned. Thank you.

Very Truly Yours,

Dye, Scott, Prather & Petruff, P.A.



Stephen R. Dye

SRD: cw

enclosures

I:\DOCS\Ogles, Mark\Prenez En Gre, Ltd\Sec State ltr. 6.9.98.doc

FILED
98 JUN 12 AM 9:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Handwritten signature



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 15, 1998

STEPHEN R. DYE, ESQUIRE
1111 THIRD AVENUE WEST
SUITE 300
BRADENTON, FL 34205

SUBJECT: PREMEZ EN GRE, LTD.
Ref. Number: W98000013670

We have received your document for PREMEZ EN GRE, LTD. 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 use of LIMITED or LTD. is not acceptable as a corporate suffix. The name must include a word such as INCORPORATED, INC., CORPORATION, CORP., COMPANY, or CO.

Please provide an English translation for the entity's name in your cover letter.

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) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 498A00033175

RECEIVED

JUN 17 1998

Dye, Scott, Prather & Petruff, PA

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July 7, 1998
Via Federal Express

Division of Corporations
ATTENTION: DANA CALLOWAY
Document Specialist
P. O. Box 6327
Tallahassee, FL. 32314

EFFECTIVE DATE
6-10-98

RE: PREMEZ EN GRE, INC.
Your Letter No. 498A00033175

Dear Ms. Calloway:

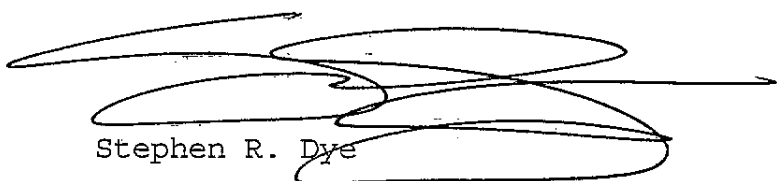
I am resubmitting for filing the original and one copy of the Articles of Incorporation of PREMEZ EN GRE, INC. The English translation for this French name is "Take In Good Will". Also enclosed is a copy of your June 15th letter for your ready reference.

I believe this now meets Florida corporation filing requirements and I would appreciate your filing the enclosed and returning a conformed copy to my attention.

Should you have any question, please call me collect in order to avoid any further delay in filing.

Very truly yours,

Dye, Scott, Prather & Petruff, P.A.



Stephen R. Dye

SRD:ps
Encs.
Doc\Ogle\Premez\Fla.ltr

ARTICLES OF INCORPORATION

The undersigned, MARK R. OGLES, desires to become a body corporate and, as incorporator, does hereby make and file these Articles of Incorporation for a proposed corporation pursuant to the laws of Florida, and to that end hereby declares and affirms:

98 JUN 12 11:21 AM
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation shall be:

PRENEZ EN GRE, INC.

OFFICIAL SEAL
1010-98

ARTICLE II

This corporation shall exist perpetually unless sooner dissolved as authorized by law, and said corporation shall commence its existence on the date of subscription and acknowledgment of these Articles, as hereinafter set forth, if these Articles are filed with the Department of State within five (5) days exclusive of legal holidays, after such date. If these Articles are not so filed, this corporation shall commence existence upon the filing hereof with the Department of State.

ARTICLE III

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock with a par value of \$5.00 per share. The consideration to be paid for each share shall be fixed by the

Board of Directors. The authorized shares of this corporation shall consist of one class of common stock only.

ARTICLE V

The holders of the common shares of this corporation shall have pre-emptive rights to purchase any shares of the corporation hereafter issued or sold by the corporation, ratably according to their respective holdings, and such pre-emptive rights shall likewise extend to any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares. Any shares offered to shareholders under their pre-emptive rights, and not purchased, shall again be offered to those shareholders who have exercised their pre-emptive rights, in proportion to their holdings. After one such reoffering, the corporation may sell any shares still unsold in any other manner permitted by these Articles. The price of any such shares or other instruments to which such pre-emptive rights are applicable shall be at the price such shares or other instruments are offered to others, which price may be in excess of par.

ARTICLE VI

The street address of this corporation's principal office is 1111 8TH Avenue West, Bradenton, FL 34205. The mailing address of the corporation is 1111 8th Avenue West, Bradenton, FL 34205. The name of this corporation's initial registered agent is Mark R. Ogles. The initial registered office is 1111 8th Avenue West, Bradenton, FL 34205. The registered office and registered agent may be changed from time-to-time by the Board of Directors as authorized by law.

ARTICLE VII

The number of Directors constituting the initial Board of Directors shall be two. The Board of Directors shall consist of not less than one nor more than five members, and the number of members of the Board of Directors may be fixed from time-to-time by the By-Laws of the corporation, but until so fixed shall consist of one person. The name and address of the member of the initial Board of Directors is as follows:

Mark R. Ogles	1111 8 th Avenue West
President	Bradenton, FL 34205

Michael A. Pendley	604 46 th Street East
Vice President	Bradenton, FL 34208
Secretary/Treasurer	

ARTICLE VIII

The name and address of the incorporator is as follows:

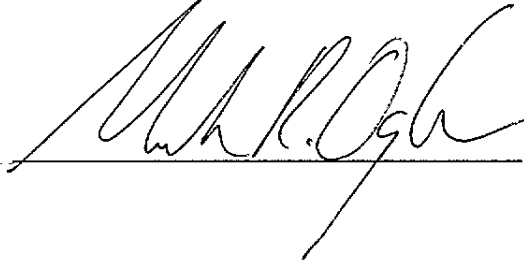
Mark R. Ogles
1111 8th Avenue West
Bradenton, FL 34205

IN WITNESS WHEREOF, the undersigned, being the original incorporator of this corporation, does certify that he/she is of full age and competent to contract and that the Director named is of full age and a citizen of the United States of America. For the purpose of forming the proposed corporation above-named to do business both within and without the State of Florida, and in pursuance of the Florida Business Corporation Act, I do make and file this agreement, hereby declaring and certifying that the

matters above stated are true, and accordingly I have hereunto
set my hand and seal this 10 day of June, 1998.

(SEAL)

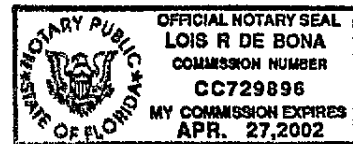
Mark R. Ogles



STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 10
day of June, 1998, by Mark R. Ogles, who is personally
known to me and who did not take an oath.

Notary Public: Lois R. DeBona



**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE MENTIONED 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.

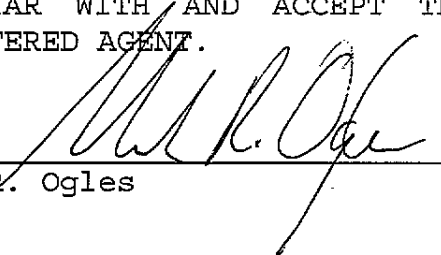
1. The name of the corporation is:

PRENEZ EN GRE, INC.

2. The name and address of the registered agent and office is:

Mark R. Ogles
1111 8th Avenue West
Bradenton, FL 34205

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.



Mark R. Ogles

DATE: June 10th, 1998

98 JUN 12 AM 9:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA