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**FOX AND ELLIS**  
Attorneys at Law

Morris B. Fox  
Stephen D. Ellis

4020 Del Prado Blvd. S.  
Suite A-1  
Cape Coral, FL 33904  
Phone (941) 542-1412  
FAX (941) 542-6436

October 22, 1999

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

200003027962-2  
-10/28/99--01054--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir:

Re: **RES OF FLORIDA, INC.**

Our firm represents the above named corporation which is requesting a charter from the State of Florida in order to start business as a Corporation in Florida.

Enclosed are the following papers, together with our check:

- a. Original and copy of Articles of Incorporation for filing and approval by your office.
- b. Certificate of Registered Agent.
- c. Check to cover fees and costs in the amount of \$78.75.

Please return certified copy as soon as possible.

Very truly yours,

  
Morris B. Fox

**FILED**  
00 JAN -3 PM 2:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MBF:tas  
Enc.  
cc: client

W-24974  
ajc  
10/29



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

October 29, 1999

MORRIS B. FOX  
4020 DEL PRADO BLVD. SOUTH, SE. A-1  
CAPE CORAL, FL 33904

SUBJECT: RES OF FLORIDA, INC.  
Ref. Number: W99000024974

We have received your document for RES 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. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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: 799A00052018

**ARTICLES OF INCORPORATION**

THE UNDERSIGNED acting as Incorporator of a corporation under the Florida General Corporation Act hereby associate themselves together to form a corporation for profit and adopt the following Articles of Incorporation for such corporation.

ARTICLE I: Name

The name of this corporation is: **RES MANAGEMENT OF FLORIDA, INC.**

ARTICLE II: Duration

The period of its duration is perpetual unless dissolved by action of law.

ARTICLE III: Purpose

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV: Capital Stock

The amount of the total authorized stock of the corporation shall be 7,500 shares of common stock having a par value of \$1.00 per share fully paid and non assessable. Stock may be issued by cash, property, labor services or good will, as may be determined by the Board of Directors. There will only be one class of stock, common stock, issued with full voting powers. No other class of stock will be issued. There will be no preemptive rights for any stockholder.

ARTICLE V: Initial Registered Office and Agent

The name and address of the initial registered agent and office of this corporation are as follows:

HUGO VARGAS

1512 Cranford Avenue  
Fort Myers, FL 33916

The mailing address and office of the corporation is the same.

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00 JAN -3 PM 2:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### ARTICLE VI: Initial Board of Directors

The corporation shall have one director initially. The number of directors may be either decreased or increased from time to time by an amendment of the By-Laws of the corporation in the manner provided by law, but shall never be less than one.

The name and address of the initial directors of this corporation are:

MARICLAIRE YONTZ	1512 Cranford Avenue Fort Myers, FL 33916
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#### ARTICLE VII: Initial Officers

Name	Address	Title-Office:
MARICLAIRE YONTZ	1512 Cranford Avenue Fort Myers, FL 33916	President
JENNIFER YONTZ	1512 Cranford Avenue Fort Myers, FL 33916	Vice President
LILLIAN YONTZ	1512 Cranford Avenue Fort Myers, FL 33916	Secretary/Treasurer

#### ARTICLE VIII: Incorporators

The name and address of the Incorporator signing these Articles of Incorporation are:

Name	Address
MARICLAIRE YONTZ	1512 Cranford Avenue Fort Myers, FL 33916

#### ARTICLE IX: Indemnification

The corporation may be empowered to indemnify any officer or director or any former officer or director in the manner set out and pursuant to the provisions of Section 607.14 of the Florida Statutes, as amended.

ARTICLE X: Amendment of Articles

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stockholders.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 27 day of December, 1999.

Mariclaire Yontz  
Mariclaire Yontz, Incorporator

STATE OF )  
                                  :  
COUNTY OF )

BEFORE ME, the undersigned authority personally appeared MARICLAIRE YONTZ, ( ) who is personally known to me, OR (✓) who provided a SS# card, Birth Certificate, College ID as identification, and who did not take an oath; to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 27th day of December, 1999.

My Commission Expires: April 14, 2002

Claire N. Burroughs  
Notary Public Signature

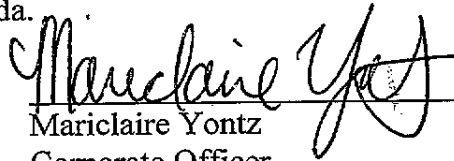
(SEAL) **CLAIRE N. BURROUGHS**  
NOTARY PUBLIC  
STATE OF HAWAII

Claire N. Burroughs  
Print Name

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST: That **RES MANAGEMENT OF FLORIDA, INC.**, desiring to organize or qualify under the laws of the State of Florida with its principal place of business at 1512 Cranford Avenue, the City of Fort Myers, State of Florida, has named HUGO VARGAS, located at 1512 Cranford Avenue, City of Fort Myers, State of Florida, as its agent to accept service of process within Florida.



Mariclaire Yontz  
Corporate Officer

President

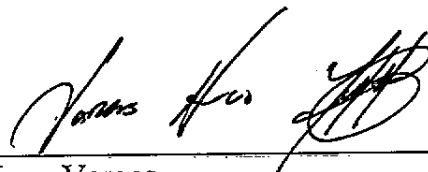
Title

December 27, 1999

Date

FILED  
00 JAN -3 PM 2:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Hugo Vargas  
Registered Agent

12/29/99

Date