

PD1000003538

SHEPPARD, BRETT, STEWART, HERSCH & KINSEY, P.A.

ATTORNEYS AT LAW

*Firm Established 1924*

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FORT MYERS, FL 33902

SOUTH LEE COUNTY OFFICE:

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JOHN K. WOOLSLAIR (1908-1968)  
W. A. SHEPPARD (1898-1971)

JAY ANDREW BRETT  
JOHN F. STEWART +  
CRAIG R. HERSCH\*\*  
D. HUGH KINSEY, JR.  
BRIAN J. INGERTO†\*

OF COUNSEL  
JOHN W. SHEPPARD \*

\* BOARD CERTIFIED: WILLS, TRUSTS & ESTATES  
† LLM TAXATION  
• CERTIFIED PUBLIC ACCOUNTANT (FL)  
• ALSO ADMITTED IN SOUTH CAROLINA  
+ ALSO ADMITTED IN IOWA

January 3, 2001

Corporate Records Bureau  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32301

100003525351--6  
-01/05/01--01070--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: THE ADVANTAGE 500 GROUP, INC.

Dear Sirs:

Enclosed herewith are proposed Articles of Incorporation in reference to the captioned corporation. Also enclosed is our check in the amount of \$78.75 to cover the following:

Filing Fee	\$ 35.00
Certified Copy of Charter	\$ 8.75
Resident Agent Fee	<u>\$ 35.00</u>
	\$ 78.75

If the Articles of Incorporation meet with your approval, we will appreciate your executing and sending to the undersigned a Certificate of Incorporation.

Very truly yours,

SHEPPARD, BRETT, STEWART, HERSCH & KINSEY, P.A.


  
JAY A. BRETT

FILED  
01 JAN -5 AM 11:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JAB:mp

Enclosures

cc: Mr. Dwight S. Baird, Jr.  
B-3239



ARTICLES OF INCORPORATION

OF

THE ADVANTAGE 500 GROUP, INC.

FILED  
01 JAN -5 AM 11:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, NANJIANN BAIRD, hereby executes this document for the purposes of becoming incorporated under the laws of the State of Florida, and forming a corporation under the following proposed Certificate of Incorporation:

ARTICLE I

The name of this Corporation is THE ADVANTAGE 500 GROUP, INC.

ARTICLE II

The general nature of the business to be transacted by the Corporation is as follows:

The Corporation may engage in any activity or business permitted by the Laws of the United States and of this State.

ARTICLE III

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of common stock of the same class and at One Dollar (\$1.00) par value.

ARTICLE IV

Every shareholder, upon the sale for cash of any stock of this Corporation of the same class as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### ARTICLE VI

The Corporation is to have perpetual existence commencing upon filing of these Articles of Incorporation with the Secretary of State.

#### ARTICLE VII

The address of the principal office of the Corporation in this State is: 6309 Corporate Court, Suite 100, Fort Myers, Florida 33919, and the name of the initial registered agent of this Corporation at that address is: NANJIANN BAIRD.

#### ARTICLE VIII

The number of Directors of this Corporation shall be at least one (1) and not more than seven (7).

#### ARTICLE IX

The name and post office address of the members of the first Board of Directors of the Corporation are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
DWIGHT S. BAIRD, JR.	Vice President/ Treasurer	6309 Corporate Court, Suite 100 Fort Myers, Florida 33919
NANJIANN BAIRD	President/ Secretary	6309 Corporate Court, Suite 100 Fort Myers, Florida 33919

#### ARTICLE X

The name and post office address of the subscribers to the Articles of Incorporation are:

<u>NAME OF SUBSCRIBER</u>	<u>ADDRESS</u>
NANJIANN BAIRD	6309 Corporate Court, Suite 100 Fort Myers, Florida 33919

ARTICLE XI

The power to adopt, amend, alter or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the subscribers have hereunto set their hands and seals this 28<sup>th</sup> day of December, 2000.

Nanciann Baird  
Nanciann Baird, Incorporator

STATE OF FLORIDA

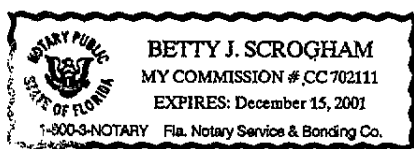
COUNTY OF LEE

THE FOREGOING INSTRUMENT was acknowledged before me this 28<sup>th</sup> day of DECEMBER, 2000, by NANJIANN BAIRD, (X) who is personally known to me or ( ) who produced \_\_\_\_\_ as identification.

Betty J. Scrogham  
Notary Public

Printed Name of Notary: BETTY J. SCROGHAM

(SEAL)  
Comm. Exp. Date:  
Comm. Number:



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 THE ADVANTAGE 500 GROUP, INC., DESIRING TO ORGANIZE OR  
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF  
BUSINESS IN THE CITY OF FORT MYERS, COUNTY OF LEE, STATE OF FLORIDA, HAS  
NAMED NANJIANN BAIRD, LOCATED AT 6309 CORPORATE COURT, SUITE 100, (Street  
Address and Number of Building -- Post Office Box Addresses Are Not Acceptable), FORT MYERS,  
LEE COUNTY, FLORIDA AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN  
FLORIDA.

THE ADVANTAGE 500 GROUP, INC.

(NB)

Signature: \_\_\_\_\_

(Corporate Officer)

Title: President/Secretary

Date: \_\_\_\_\_

12/28/00

FILED  
01 JAN -5 AM 11:11  
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.

(NB)

Signature: \_\_\_\_\_

Resident Agent

Date: \_\_\_\_\_

12/28/00