

P01000053615

EFFECTIVE DATE  
5-15-01

FILED

01 MAY 14 AM 11:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

May 24, 2001

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Fl. 32314

Ref: Verax Enterprises Inc.  
Ref #W01000011363  
Ltr #501A00030519

500004214655--0  
-05/14/01--01075--005  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Attn: New Filing Section  
Doris Brown:

Dear Miss Brown:

In accordance with your request in your letter of May 18, 2001, (copy attached for ready reference), we are submitting the corrected documents. The mailing address of the corporation is listed, and a form designating the registered agent, and acceptance is attached to the articles of incorporation.

I would like to point out, that we were told by a representative of your department, when we called to discuss a point with you, that we needed to state in a letter, that our effective date remain May 15, 2001. Please accept this as our request to retain such effective date as stipulated in the articles of incorporation.

Thank you for your assistance in this matter, and we hope this information is satisfactory for filing.

Yours truly,

*Kelly Ann Timbrell*

Kelly Timbrell  
Incorporator-Verax Enterprises, Inc.  
5770 Leon Tyson Road  
St. Cloud, Fl. 34771

(407) 957-1061

269, 2519, 2553, 2550

W01-11363

2. BROWN MAY 31 2001 ✓



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

May 18, 2001

KELLY TIMBRELL  
5770 LEON TYSON ROAD  
ST. CLOUD, FL 34771

SUBJECT: VERAX ENTERPRISES, INC.  
Ref. Number: W01000011363

We have received your document for VERAX ENTERPRISES, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

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) 487-6972.

Doris Brown  
Document Specialist  
New Filings Section

Letter Number: 501A00030519

STATE OF FLORIDA  
ARTICLES OF INCORPORATION  
OF  
VERAX ENTERPRISES, INC.

EFFECTIVE DATE  
5-15-01

FILED  
01 MAY 14 AM 11:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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The undersigned acting as incorporator of a corporation under the Florida General Corporation Act, adopt the following articles of incorporation:

FIRST: The name of this corporation, AND ITS MAILING ADDRESS IS  
Verax Enterprises, Inc.  
5770 LEON TYSON ROAD  
ST. CLOUD, FL. 34771

SECOND: The date of commencement of corporate existence shall be effective 12:01 A.M. (EST) May 15, 2001, and shall remain perpetual subsequent to that date.

THIRD: The purpose or purposes for which this corporation is organized are:  
To engage in any activity or business permitted under the laws of The United States and the provisions of the Florida General Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is ten thousand (10,000) voting common shares with a par value of one penny (.01).

FIFTH: The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a stockholders meeting with not less than a fifty-one percent (51%) shareholder vote of approval to undertake such action.

SIXTH: The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of common stock of this corporation as may be issued for money or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is to be determined by the ratio of the authorized and issued shares of common stock held by the holder, and all shares of common stock currently authorized and issued.

SEVENTH: The corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party to any pending or completed action, suit or proceeding, whether civil, criminal administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation, if he or she reasonably believed they were in good faith and in a manner not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful pursuant to Federal and/or State Law.

EIGHTH: All of the issued stock of all classes shall be subject to the following restriction on transfer, permitted by Section 607.067 of the Florida General Corporation Act:

Each shareholder shall offer to the corporation a thirty (30) day "first right of refusal option" to purchase such shares from those stockholders who wish to sell or otherwise dispose of such shares. Such value shall be determined by a consent of the board of directors, however, in no case shall such value be less than book value per share as calculated by subtracting total liabilities from total assets and dividing such sum by the number of shares issued and outstanding.

The corporation will state on each share that restrictions as to transfer apply, and will furnish without charge to any shareholder a full statement of such restrictions.

NINTH: The corporation shall make no offering of any of its stock of any class which would constitute a "Public Offering" within the meaning of the United States Security Act of 1933 including amendments thereof.

TENTH: The number of directors constituting the initial Board of Directors of the corporation is three, (3) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders, or until their successors are elected and shall qualify are:

NAME	ADDRESS
George M. Kissinger, IV	2506 Maui Circle Kissimmee Fl 34741
Gary R. Timbrell	5770 Leon Tyson Rd St. Cloud Fl. 34771
Kelly Timbrell	5770 Leon Tyson Rd St. Cloud Fl 34771

ELEVENTH: The names and address of the incorporator  
is:

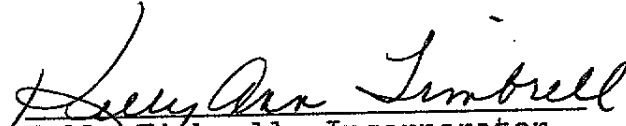
NAME

ADDRESS

Kelly Timbrell

5770 Leon Tyson Rd  
St.Cloud, Fl. 34771

Dated: May 10, 2001

  
Kelly Timbrell- Incorporator

STATE OF FLORIDA)

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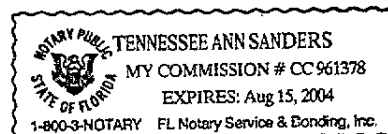
SS:

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COUNTY OF OSCEOLA

The foregoing instrument was  
acknowledged before me this 10 day of MAY 2001  
2001, by Kelly Timbrell of Verax Enterprises, Inc.


  
NOTARY PUBLIC

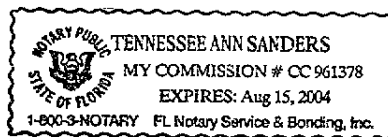


Gary R. Timbrell, having been designated to act as registered agent, hereby agrees to act in this capacity.

  
\_\_\_\_\_  
Gary R. Timbrell  
Registered Agent

The foregoing instrument was acknowledged before me this 10 day of MAY 2001, by Gary R. Timbrell of Verax Enterprises, Inc.

  
\_\_\_\_\_  
NOTARY PUBLIC



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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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:

VERAX ENTERPRISES, INC.

5770 LEON TYSON ROAD  
ST. CLOUD, FL. 34771

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


GARY R. TIMBRELL  
(NAME)

5770 LEON TYSON ROAD

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

ST. CLOUD, FL. 34771  
(CITY/STATE/ZIP)

*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.*

  
(SIGNATURE)

5/10/01  
(DATE)

**DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314**