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Nicholas T. Schroeder  
Attorney at Law  
4010-D Newberry Road  
Gainesville, Florida 32607

352-376-8118

EFFECTIVE DATE

11/30/01

November 13, 2001

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-11/14/01--01034--004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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

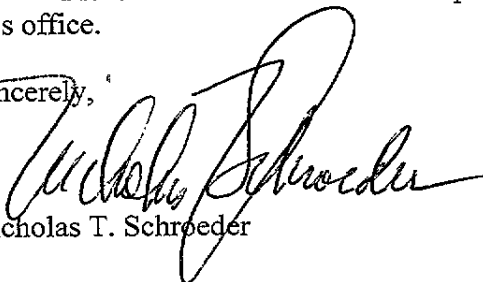
Re: *Incorporation of R. BRET HENLEY, INC.*

Enclosed are the following:

1. Articles of Incorporation of R. BRET HENLEY, INC.
2. Designation of Resident Agent and Acceptance
3. My Trust Account Check in the Amount of \$70.00

Please file the Articles of Incorporation and return a certificate of incorporation to this office.

Sincerely,



Nicholas T. Schroeder

Enclosures (3)

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FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PS 11/15/01

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ARTICLES OF INCORPORATION

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OF

R. BRET HENLEY, INC.

EFFECTIVE DATE

11/30/01

I, the undersigned incorporator, hereby make, subscribe, acknowledge and file with the Secretary of State of Florida, these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida, Chapter 607.

#### ARTICLE I

##### Name

The name of the corporation shall be **R. BRET HENLEY, INC.**

#### ARTICLE II

##### Nature of Business

The nature of the business to be transacted by this corporation is:

To engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

#### ARTICLE III

##### Capital Stock

The total number of shares of capital stock authorized to be issued by the corporation shall be one thousand (1000) shares having no par value common. All stock when issued shall be non-assessable.

#### ARTICLE IV

##### Capital to Begin Business

The amount of capital with which this corporation will begin business will be Five Hundred and 00/100 Dollars (\$500.00).

#### ARTICLE V

##### Existence of Corporation

This corporation shall have perpetual existence.

#### ARTICLE VI

##### Beginning of Corporate Existence

The date corporate existence shall begin shall be November 30, 2001.

#### ARTICLE VII

##### Management by Stockholders

The business of this corporation shall be managed by its stockholders rather than a Board of Directors. In the management of the business of the corporation, the act of the stockholders representing a majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act of the stockholders. Each stockholder shall be entitled to vote in person or by proxy, for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the stockholders for the management of the corporation.

ARTICLE VIII

Principal Office

The initial street address of the principal office of this corporation shall be 842 NW 125<sup>th</sup> Drive, Newberry, FL, 32669.

ARTICLE IX

Subscriber

The name and address of the subscriber to these Articles of Incorporation is:

R. BRET HENLEY  
842 NW 125th Drive  
Newberry, FL 32669

ARTICLE X

Registered Agent and Office

The name and address of the Registered Agent and Registered Office to accept service of process within the State is:

R. BRET HENLEY  
842 NW 125th Drive  
Newberry, FL, 32669

ARTICLE XI

Amendments

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a Stockholders meeting by a majority of the stock entitled to vote.


IN WITNESS WHEREOF, the undersigned, has executed these Articles of  
Incorporation for the uses and purposes therein stated this 13<sup>th</sup> day of November, 2001.

  
\_\_\_\_\_  
R. BRET HENLEY

STATE OF FLORIDA  
COUNTY OF ALACHUA

Personally appeared before me, the undersigned authority, R. BRET HENLEY,  
being well known and did take an oath, acknowledged before me that he is party to the  
foregoing Articles of Incorporation, and further acknowledges the Articles of  
Incorporation to be his free act and deed as the Signer thereof, and that the facts stated  
therein are true.

WITNESS, my hand and official seal at Gainesville, Florida, this 13<sup>th</sup> day of  
November, 2001.

  
\_\_\_\_\_  
Notary Public  
My commission expires:

 George R Nash  
My Commission CC915219  
Expires March 02, 2004

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

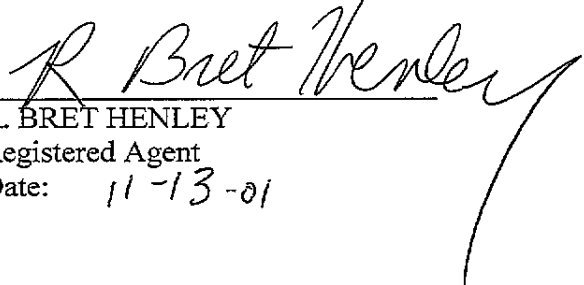
In compliance with Section 48.091, Florida Statutes, the following is submitted:

**R. BRET HENLEY, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 842 NW 125th Drive, Newberry, FL 32669, has named R. BRET HENLEY, located at 842 NW 125th Drive, Newberry, FL, 32669, as its agent to accept service of process within Florida.

  
R. BRET HENLEY, President

Date: 11-13-01

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.

  
R. BRET HENLEY

Registered Agent

Date: 11-13-01