

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

FILED

01 DEC -3 PM 12:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Gayle Reynolds Design Associates De

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- ✓ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ✓ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

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RECEIVED

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

ARTICLES OF INCORPORATION
OF
GAYLE REYNOLDS DESIGN ASSOCIATES, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be **GAYLE REYNOLDS DESIGN ASSOCIATES, INC.**

ARTICLE II. COMMENCEMENT & DURATION

The undersigned, Gayle Reynolds, files this her articles of incorporation under Florida Statutes, Chapters 621 and 607 as follows: The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Secretary of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized to engage in the transactions of any and all business activities permitted under the laws of the State of Florida, including but not limited to the following:

A. To practice the profession of decorator, both interior and exterior, as well as all aspects of the profession of design through its officers, directors, and employees both within and without the State of Florida. To maintain all appropriate designations through its officers, directors and employees and to have such officers, directors and employees continue and maintain all necessary continuing educational requirements as the company may determine, or as may be set by either the State of Florida or such other state(s) in which the company may do business, and to maintain such educational standards and requirements as required by other professional or governmental authorities.

B. To acquire by purchase or lease, or otherwise, lands and interests in lands and to own, hold, improve, develop, and manage any real estate so acquired and to erect or cause to be erected on any lands owned, held, or occupied by the corporation, buildings or other structures with their appurtenances, and to rebuild, enlarge, alter, renovate, or improve any buildings or other structures now or hereafter erected on any lands so owned, held, or occupied, and to mortgage, sell, lease, or otherwise dispose of any lands or interests in lands and in buildings or other structures, and any stores, shops, suites, rooms, or parts of any buildings, or other structures at any time owned or held by the corporation, or any individual or organization who employs the corporation to accomplish the above.

C. To transact the business of advertising, promoting, and developing the business of other corporations, partnerships, or individuals for hire, or upon commission, or otherwise, by and through the means of preparing advertising for other corporations, partnerships, or individuals, and of advertising the business, commodities, or other property, real, personal, of mixed, of other

corporations, partnerships, or individuals in newspapers, books, booklets, prospectuses, magazines, circulars, pamphlets, "yellow page" type advertising or other similar literature and advertising media.

D. To purchase, hold, pledge, transfer, sell, or otherwise dispose of or deal in, the shares of the capital stock, bonds, debentures, notes or other securities or evidences of indebtedness of any corporation, to receive, collect and dispose of dividends, interests or other income on any such securities held by it, and to any and all acts and things tending to increase the value of said corporation; to issue bonds and secure the same by pledge or deed of trust of or upon any part of such securities or other property held or owned by the company and to sell or pledge such bonds for proper corporate purposes and in the promotion of its corporate business; to purchase, receive, hold and dispose of any securities of any person or corporation, whether such securities shall be bonds, mortgages, debentures, notes, shares of capital stock or otherwise, and in respect to any such securities, to exercise any and all rights and privileges of ownership thereof, and generally to act as investment brokers, agents or principals. To borrow and lend money and negotiate loans; to draw, accept, endorse, buy and sell promissory notes, bonds, stocks, debentures, coupons, and other securities; to issue on commission, subscribe for, take, acquire, hold, sell, exchange and deal in shares, stocks, bonds, obligations and securities of any government, authority, or company; to form, promote, subsidize and assist companies, syndicates or partnerships of all kinds, and to finance and refinance the same. To develop and turn to account any land acquired by or in which the company is interested, and in particular by laying out and preparing the same for building purposes, construction, altering, repairing, pulling down, decorating, maintaining, furnishing, fitting up and improving buildings, and planting, paving, draining, letting on building lease business which may seem to the company convenient to carry on in connection with the above, or calculated directly or indirectly to enhance the value of or render profitable any of the company's property or rights.

E. To enter into contracts or agreements, to make and purchase materials for the construction of buildings; to erect buildings, to own, manage, operate, lease and sell buildings; to conduct and carry on the business of builders and contractors for the purpose of building, erecting, altering, repairing or doing any other work in connection with any of all classes of buildings and improvements of any kind and nature whatsoever, including the locating, laying out and constructing of roads, avenues, docks, seawalls, sewers, bridges, wells, canals and generally in all classes of buildings, erections and works, both public and private or integral parts thereof; to perform engineering and architectural work, including the preparation of plans and specifications and expert work, as acting and consulting and superintending engineers and architects.

F. To enter into general partnerships, limited partnerships, whether the corporation be a limited or general partner, joint ventures, syndicates, pools, associations and other arrangements for carrying on one or more of the purposes set forth in these Articles of Incorporation, either jointly or in common with others.

G. To guarantee, to acquire by purchase, subscription or otherwise, hold for investment or otherwise, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of any other corporation or corporations organized under the laws of the State of Florida or elsewhere, or any bonds, securities or evidences of indebtedness thereof, and while the owner of any

such stocks, bonds, securities or evidences of indebtedness, to exercise all of the rights, powers and privileges of ownership, including and right to vote thereon for any and all purposes, and to the extent allowed by the laws of the State of Florida, to aid other corporations by loans, subsidy, guaranty or any other manner whatsoever for the purpose of the preservation, protection, improvement or enhancement in value of the stock of such corporation or the bonds, securities or other obligations thereof, and to do all and any such acts or things designed to accomplish any such purposes.

H. To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises, contracts of every kind; to cause to be formed, to promote and to aid in any way in the formation of any corporation domestic or foreign.

I. To act as financial, business and purchasing agent for domestic and foreign corporations, individuals, partnerships, associations and state of municipal governments, agencies, commissions or other bodies.

J. To acquire in any manner, enjoy, utilize, hold, sell, assign, lease, mortgage or otherwise dispose of letters patent of the United States or of any foreign country, patents, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names or pending applications thereof, relating to or useful in connection with any business of the corporation in which the corporation may have an interest as a stockholder or otherwise.

K. To borrow money and contract debts when necessary or desirable for the transaction of its business or for the exercise of its corporate rights, privileges or franchises or for any other lawful purpose; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times or payable upon the happening of a specified event or events, secure or unsecured, from time to time, for moneys borrowed or in payment for property acquired or for any of the other objects or purposes of the corporation or for any of the objects of its business or businesses, to secure the same by mortgage or mortgages or deeds of trust, or pledge or other lien upon any or all of the property, rights, privileges or franchises of the corporation wheresoever situated, acquired or to be acquired, and to confer upon the holders of any debentures, bonds, or other evidences of indebtedness of the corporation, secured or unsecured, the right to convert the principal thereof into any preferred or common stock of the corporation new or hereafter authorized upon such terms and conditions as shall be fixed by the Board of Directors, to sell, pledge or otherwise dispose of any or all debentures or other bonds, notes or other obligations, in such manner and upon such terms as the Board of Directors may deem judicious, subject, however, to the provisions of Article Three hereof and the laws of the State of Florida.

L. To have one or more offices, conduct its business and promote its objects within and without the State of Florida, without restriction as to place or amount invested.

M. In general, to carry on any other lawful business whatsoever, either independently or in connection with the foregoing and to have all of the powers and do all the acts granted generally or which may hereafter be granted to corporations for profit under the laws of the State of

Florida, and to do any and all acts whether herein set forth specifically or otherwise as fully and to the same extent as natural persons might or could do.

N. The enumeration of the foregoing objects, purposes and powers shall not be construed to limit or restrict in any manner the powers of this corporation.

O. To acquire by purchase or lease, or otherwise, lands and interest in lands and to own, hold, improve, develop and manage any real estate so acquired and to erect or cause to be erected on any lands owned, held or occupied by said corporation, buildings or other structures with their appurtenances, whether residential, commercial, and to rebuild, enlarge, alter or improve any buildings or other structures now or hereafter erected on any lands so owned, held or occupied, and to mortgage, sell, lease or otherwise dispose of any lands or interest in lands and buildings or other structures, and any stores, shops, suites, rooms or parts of any buildings, or other structures at any time owned by the corporation.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue Seven Thousand shares at One Dollar (\$1.00) par value per share.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of capital stock of this corporation owned by the shareholder at the time of the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"THESE SHARES ARE HELD SUBJECT TO CERTAIN TRANSFER RESTRICTIONS IMPOSED BY THIS CORPORATION'S ARTICLES OF INCORPORATION, A COPY OF WHICH IS ON FILE AT THIS CORPORATION'S PRINCIPAL OFFICE."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be one (1). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board Of Directors are:

Gayle Reynolds
6047 Rodgers Ave.
Sarasota, FL 34231

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be:

1605 Main Street
Suite 912
Sarasota, Florida 34236

The name of the individual who shall serve as this corporation's initial registered agent at that address is:

HAROLD W. SCOVILL

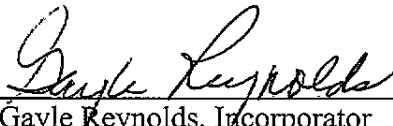
ARTICLE X. INCORPORATOR

The names and addresses of the individual who shall serve as this corporation's incorporators are:

Gayle Reynolds
6047 Rodgers Ave.
Sarasota, FL 34231
(100 shares)

ARTICLE XI. AMENDMENT

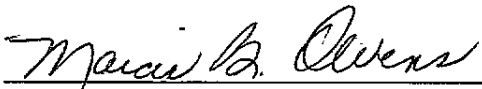
This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.



Gayle Reynolds, Incorporator

STATE OF FLORIDA
COUNTY OF SARASOTA

On 29th day of November, 2001, Gayle Reynolds, designated above as the individual who shall serve as the corporation's incorporator, personally appeared before me and signed and acknowledged signing these Articles of Incorporation of GAYLE REYNOLDS DESIGN ASSOCIATES, INC.



Marcia B. Owens, Notary Public

My commission expires:



Marcia B. Owens
MY COMMISSION # CC748043 EXPIRES
September 15, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

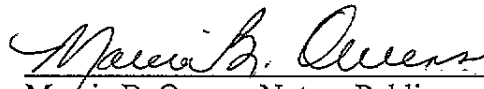
ACCEPTANCE AS RESIDENT AGENT

I hereby accept my designation as resident agent and agree to serve as the resident agent of GAYLE REYNOLDS DESIGN ASSOCIATES, INC.. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for GAYLE REYNOLDS DESIGN ASSOCIATES, INC..


HAROLD W. SCOVILL

STATE OF FLORIDA
COUNTY OF SARASOTA

On this 29th day of November, 2001, HAROLD W. SCOVILL, designated above as the individual who shall serve as the corporation's initial registered agent and who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of GAYLE REYNOLDS DESIGN ASSOCIATES, INC.


Marcia B. Owens, Notary Public

My commission expires:



Marcia B. Owens
MY COMMISSION # CC748043 EXPIRES
September 15, 2002
BONDED THRU TROY FAIN INSURANCE INC

FILED
01 DEC - 3 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA