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#### MECHANIK NUCCIO WILLIAMS HEARNE & WESTER

A PROFESSIONAL ASSOCIATION

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> \_REPLY TO: MITAMPA □ NORTH TAMPA

May 20, 2003

Beth Register Corporate Specialist Supervisor New Filings Section Division of Corporations Post Office Box 6327 Tallahassee, Florida 32314

RE: Letter Number 803A00029808

The Guffey Group, Inc.

Dear Ms. Register:

Enclosed is a check for \$70.00 which should have been submitted with the above-referenced filing. We would appreciate it if you would file the Articles which you are holding in your pending file. Please forward the Certificate of Incorporation and a stamped copy of the Articles of Incorporation to this office.

If you have questions, or need further information please contact me.

Sincerely yours,

Stacey & Catherwood,

Assistant to Alfred A. Colby

#### MECHANIK NUCCIO WILLIAMS HEARNE & WESTER

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REPLY TO: ■ TAMPA
□ NORTH TAMPA

May 9, 2003

Corporate Records Bureau Division of Corporations Department of State 409 East Gaines Street Tallahassee, Florida 32399 RECEIVED

SECRETARIA SINIE

SE

RE: Filing of Articles of Incorporation for The Guffey Group, Inc.

Dear Sir or Madam:

Enclosed are the Articles of Incorporation for The Guffey Group, Inc., and a Certificate Designating Registered Agent and Office, together with a check in the amount of \$70.00 to cover the following fees:

Fee for filing Articles of Incorporation \$35.00

Fee for filing Certificate Designating 35.00

Registered Agent and Office

\$70.00

TOTAL

W.12880

Corporate Records Bureau May 9, 2003 Page 2 of 2

In accordance with F.S. 607.0203(1), the corporation began its existence on May 9, 2003, when the Articles were subscribed. I understand that you will file the Articles within five (5) days from that date, in compliance with statute.

Please forward the Certificate of Incorporation and a stamped copy of the Articles of Incorporation to this office.

Sincerely

Alfred A. Colby

Enclosure(s)

cc: Sondra Guffey (w/ encl.)



June 2, 2003

ALFRED A. COLBY 101 E KENNEDY BLVD STE 3140 TAMPA, FL 33602-5151

SUBJECT: THE GUFFEY GROUP, INC.

Ref. Number: W03000015558

We have received your document for THE GUFFEY GROUP, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

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) 245-6927.

Letter Number: 803A00034511

Tracy Smith
Document Specialist
New Filings Section

## ARTICLES OF INCORPORATION OF THE GUFFEY GROUP, INC.

The undersigned hereby executes and acknowledges these Afticless of Incorporation for the purpose of forming a corporation in accordance with the taws of the State of Florida.

#### ARTICLE I Name and Principal Office

The name of the corporation shall be The Guffey Group, Inc. The principal office and mailing address of the corporation shall be located at 19319 Aqua Springs Drive, Lutz, Florida 33558.

## ARTICLE II Term of Existence

The corporation shall have perpetual existence, commencing on May 9, 2003.

## ARTICLE III Purpose

The general purpose of the corporation shall be to transact any and all lawful business for which corporations may be incorporated under Florida law.

#### ARTICLE IV Powers

The corporation shall have all powers conferred by the laws of the State of Florida upon corporations.

#### ARTICLE V Capital Stock

The corporation is authorized to issue ten thousand (10,000) shares of common voting stock having a par value of one cent (\$.01) per share. All or any part of the capital stock may be paid for in cash, in property, or in labor or services actually performed for the corporation. All stock shall be fully paid for when issued and shall be non-assessable.

#### ARTICLE VI Registered Office and Agent

The street address of the initial registered office of the corporation shall be 101 East Kennedy Boulevard, Suite 3140, Tampa, Florida 33602, and the name of its initial registered agent at such address shall be Alfred A. Colby.

#### ARTICLE VII <u>Directors</u>

The corporation shall initially have one (1) director. The number of directors may be increased or decreased from time to time by the shareholders, provided that the corporation shall always have at least one director. The shareholders of the corporation may remove any director from office at any time with or without cause.

## ARTICLE VIII Initial Director

The name and street address of the initial director of the corporation, who shall serve until her successor or successors are duly elected and qualified, shall be:

Sondra Guffey Hufstedler 19319 Aqua Springs Drive Lutz, Florida 33558

## ARTICLE IX Transactions with Corporations

No contract or other transaction between the corporation and any other corporation, and no other contract or transaction of the corporation, shall in any way be affected or invalidated by the fact that any director or officer of the corporation has a monetary or other interest in the other corporation, or is a director of officer of the other corporation. Any director or officer may be a member, may be a party to, or may have a monetary or other interest in any contract or transaction of the corporation, provided that the fact that she is so interested shall be disclosed or shall have been known to the Board of Directors. Any director of officer of the corporation who is also a director or officer of such other corporation or member of such firm, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such officer or director of such other corporation or member of such firm, or not so interested.

#### ARTICLE X Bylaws

- (a) The power to adopt bylaws for the corporation, to alter, amend, or repeal said bylaws, and to adopt new bylaws shall be vested in the Board of Directors of the corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended, or repealed by vote of the shareholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by such vote.
- (b) The bylaws of the corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporation, provided that the bylaws are not inconsistent with the provisions of these Articles of Incorporation or contrary to the laws of the State of Florida or of the United States.

#### ARTICLE XI Amendment

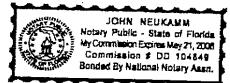
These Articles of Incorporation may be amended in the manner provided by law.

The undersigned incorporator has executed these Articles of Incorporation this 9th day of May, 2003.

Alfred A. Colby

STATE OF FLORIDA COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this \_8 day of May, 2003, by Alfred A. Colby, who is personally known to me.



Notary Public, State of Florida

Notary's Printed Name
My Commission Expires:\_\_\_\_\_

#### CERTIFICATE DESIGNATING REGISTERED AGENT AND OFFICE

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That The Guffey Group, Inc., desiring to organize under the laws of the State of Florida, has named Alfred A. Colby, 101 East Kennedy Boulevard, Suite 3140, Tampa, Florida 33602, as its agent to accept service of process within the State of Florida.

DATED this 9th day of May, 2003.

Alfred A. Colby, its Incorporator

#### **ACCEPTANCE**

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

DATED this 9th day of May, 2003.

Alfred A. Colby