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### **OHLE & OHLE**

Attorneys and Counselors at Law Practicing Law for over 30 Years

**B. Robert Ohle** Criminal Law

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Michael R. Ohle General Practice

October 28, 2003

Corporate Records Bureau Division of Corporations 409 East Gaines Street Tallahassee, FL. 32399

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Dear Sir/Madam:

Enclosed please find an Articles of Incorporation and also a check in the amount of \$78.75

<del>...</del>.

-

for The Guardian Group.

Sincerely, the

MICHAEL R. OHLE, ESQ.



FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

November 6, 2003

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MICHAEL R. OHLE, ESQ., ESQ. 696 1ST AVE N STE 101 ST PETERSBURG, FL 33701

SUBJECT: THE GUARDIAN GROUP Ref. Number: W03000032969

We have received your document for THE GUARDIAN GROUP and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

#### Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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) 245-6925.

Cynthia Blalock Document Specialist New Filings Section

Letter Number: 503A00060702

# FLED

#### ARTICLES OF INCORPORATION OF

#### 03 DEC -5 PM 1: 13

TALLAHASSEE, FLORIDA The undersigned natural person, competent to contract, for the purpose of forming a corporation under the provisions of Section 607, Florida Business Corporation Act of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

#### I. <u>NAME OF CORPORATION</u>

The name of this corporation shall be THE GUARDIAN GROUP OF PINELLAS INC.

THE GUARDIAN GROUP OF PINELLAS INC. SECRETARY OF STATE

#### II. NATURE OF BUSINESS

The corporation will provide any lawful purpose as authorized by the applicable Laws of the State of Florida, the Laws of the United States of America, or any other state, territory, county, or nation, or any other lawful engagements.

#### III. TERM OF EXISTENCE

The corporation existence shall commence on December 1<sup>st</sup>, 2003. The corporation shall exist perpetually.

#### IV. AUTHORIZED STOCK

The aggregate number of shares which this corporation shall be authorized to issue 100 shares of common stock. 60 shares go to Gary Harrington and 40 shares go to Michael R. Ohle, ESQ..

#### V. PRINCIPAL OFFICE AND MAILING ADDRESS OF CORPORATION

The initial principal office of the corporation is 696  $1^{st}$  Avenue North, Suite 101, St. Petersburg, Florida, 33701, and the initial mailing address of the corporation shall be 696  $1^{st}$  Avenue North, Suite 101, St. Petersburg, Florida  $33\overline{701}$ .

#### VI. REGISTERED AGENT AND REGISTERED OFFICE

The address of this corporation's initial registered office is 696 1<sup>st</sup> Avenue North, Suite 101, St. Petersburg, Florida 33701 and the name of its initial registered agent at said address is Michael R. Ohle., ESQ.

#### VII. BOARD OF DIRECTORS

The affairs of the corporation shall be conducted by a Board of Directors, composed of not less than one person who must be a stockholder. The number of directors may be increased from time to time by the Bylaws adopted by the stockholder(s), but shall never be less than one person.

The Board of Directors shall have the authority to make provisions for their services as directors and to fix the basis and conditions upon which compensation in any form.

#### VIII. INITIAL DIRECTORS

The name and address of the initial Directors of the corporation, who, subject to the provisions of these Articles of Incorporation, the Bylaws of the Corporation, and the Florida Business Corporation Act, shall hold office for the first year, or until their successors have been duly elected and qualify to serve as Directors, are as follows:

Gary Harrington				
1302 53 <sup>rd</sup> Street South				
Gulfport, FL. 33707				

Michael R. Ohle, ESQ. 696 1<sup>st</sup> Avenue N., Suite 101 St. Petersburg, FL. 33701 B. Robert Ohle, ESQ. 696 1<sup>st</sup> Avenue N., Suite 101 St. Petersburg, FL. 33701

#### VIIII. <u>STQCK</u>

100 Shares of Stock issued on December 1, 2003.

#### X. REGULATION OF INTERNAL AFFAIRS

Meetings of the shareholders or the Board of Directors of this corporation may be held either within or without the State of Florida at such place as may from time to time be designated by the Bylaws of the corporation or by resolution of the Board of Directors. The initial Bylaws of the corporation shall be adopted by its Board of Directors. The power to amend or repeal the Bylaws or to adopt new Bylaws shall be in the shareholder(s), but the affirmative vote of the holders of the majority of the shares outstanding shall be necessary to exercise power. The Bylaws may contain any provisions for the regulation and management of this corporation which are consistent with the Laws of the State of Florida and these Articles of Incorporation.

#### XI. INFORMAL ACTIONS OF DIRECTORS

If all of the directors severally or collectively consent in writing to any action taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

#### XII. MEETINGS BY TELEPHONE CONFERENCE

The Board of Directors may participate in meetings of the Board by means of a conference telephone or similar communications equipment.

#### XIII. CONTRACTS IN WHICH DIRECTORS HAVE AN INTEREST

Any contract or other transaction of this corporation with any person, firm or other corporation, or any contract or other transaction in which this corporation is interested, shall not be invalidated or affected by:

(A.) The fact that one or more of the directors of this corporation is interested in, or serves as a director or an officer of another corporation; provided that the acts of any director so interested are in good faith, and each person who may become a Director of his corporation is hereby relieved of any liability that may otherwise arise by reason of this contracting with this corporation for the benefit of himself or any firm or corporation in which he may be interested.

#### XIV. INCORPORATORS

The name and address of the incorporators of these Articles of Incorporation is as

follows:	Gary Harrington	Michael R. Ohle, ESQ.	B. Robert Ohle, ESQ.
	1302 53 <sup>rd</sup> St. S.	696 1 <sup>st</sup> Avenue N., Ste. 101	696 1 <sup>st</sup> Avenue N., Ste. 101
	Gulfport, FL. 33707	St. Petersburg, FL. 33701	St. Petersburg, FL. 33701

#### XV. INTENTION OF THE INCORPORATORS

It is the intention of the incorporators of these Articles of Incorporation that this corporation shall remain a closed corporation, and the stockholders of this corporation may enter into such stockholder, stock purchase or trustee agreements with other stockholders of this corporation as they may see fit in order to carry out this intention; provided, however, that the stockholder, stock purchase or trustee agreement shall be noted upon the stock certificate of this corporation.

#### XVI. <u>AMENDMENTS</u>

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholder's meeting by a majority of stockholders eligible to vote thereon.

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IN WITNESS THEREOF, I have hereunto set my hand and seal on this \_\_\_\_\_\_ day of  $October 27^{H}$ , 200 03, for the purposes of forming this corporation under the Laws of the State of Florida, and I hereby make and file in the office of the Secretary of State of the State of Florida, these Articles of Incorporation.

GARY HARRINGTON, Incorporator MICHAEL R. OHLE, ESQ., Incorporator B. ROBERT OHLE, ESQ., Incorporator

STATE OF FLORIDA COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 27 day of October 2003, by CONY HOLT ATON Michael R Ohlo who has produced a FL DL as

identification and who did take an oath and who executed the foregoing Articles of Incorporation as the Incorporators, and they acknowledged to and before me that they executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS THEREOF, I have hereunito set my hand and seal at <u>Pinellos</u> <u>Courty</u>, <u>Floricla</u>, in the said County and State, this <u>27</u> day of <u>October</u>, 2003

NOTARY PUBLIC

My Commission Expires:



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SECRETARY OF STATE

TALLAHASSEE, FLORIDA

#### FLORIDA DEPARTMENT OF STATE

#### SECRETARY OF STATE

#### STATEMENT OF CONSENT OF REGISTERED AGENT

To the Secretary of State of the State of Florida:

- 1. The name of the corporation is: The Guardian Group of Pinellas Inc.
- 2. The name and the address of the initial registered agent and office are as follows:

Michael R. Ohle, ESQ. 696 1<sup>st</sup> Avenue North, Suite 101 St. Petersburg, FL, 33701

3. Having been named as registered agent for this corporation at the registered office Designated above, the undersigned hereby accepts the designation.

MICHAEL R. OHLE, ESQ., Registered Agent

STATE OF FLORIDA COUNTY OF PINELLAS

Before me, the undersigned authority, personally appeared <u>Michael K</u>. who has produced a Florida drivers license as identification and who did take an oath and who executed the foregoing of Statement of Consent of Registered Agent, and he executed the same for the purposes therein expressed.

WITNESS my hand and seal this <u>3</u> day of December, 2003 Ford-Hubbell NOTARY/PUBLIC ean My Commission DD022131 My Commission Expires: Expires May 01 2005