

P04000055443

Charles W Smyth Jr
12203 Timberlake Road
Riverview, FL 33569-6333

(Address)

(City/State/Zip/Phone #)

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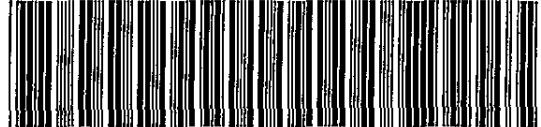
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✓
3/31/04 ✓

LAW OFFICES
THOMAS P. McNAMARA, P. A.
2909 BAY TO BAY BOULEVARD
SUITE 309
TAMPA, FLORIDA 33629

THOMAS P. McNAMARA

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March 26, 2004

FEDERAL EXPRESS

Ms. Valerie Ingram
Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Advantegard Development, Inc.
Ref. No. W04000009685

Dear Ms. Ingram:

In response to your letter dated March 10, 2004 (copy enclosed) regarding the referenced matter, we are enclosing new Articles of Incorporation that address all of the issues raised in your letter. As requested in your letter, we are enclosing one original and one copy of the Articles of Incorporation and ask that you please file them, certify the extra copy, and return the certified copy to us, along with a Certificate of Status. You previously received a check in the amount of \$87.50, which covers the fees for these services.

If you have any questions, please let us know.

Sincerely,



Thomas P. McNamara

TPM/gmh

Enclosures

cc: Mr. Charles W. Smyth, Jr.
Mr. Donald E. Smith

advantegard/cor/sos-aoi



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 10, 2004

CHARLES W SMYTH JR
12203 TIMBERLAKE ROAD
RIVERVIEW, FL 33569-6333

SUBJECT: ADVANTEGARD DEVELOPMENT, INC.
Ref. Number: W04000009685

We have received your document for ADVANTEGARD DEVELOPMENT, 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 written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

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) 245-6962.

Valerie Ingram
Document Specialist
New Filings Section

Letter Number: 504A00016137

**ARTICLES OF INCORPORATION
OF
ADVANTEGARD DEVELOPMENT, INC.**

FILED
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CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE 1

Name

The name of this corporation shall be:

ADVANTEGARD DEVELOPMENT, INC.

ARTICLE 2

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

12203 Timberlake Rd.
Riverview, FL 33569

ARTICLE 3

Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 1,000,000 shares of common stock with a par value of \$.01 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and non-assessable.

ARTICLE 4

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 2909 Bay to Bay Blvd., Suite 309, Tampa, Florida 33629, and the initial registered agent of this corporation at such office shall be Thomas P. McNamara. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

ARTICLE 5

Board of Directors

The Board of Directors of this corporation shall consist of a number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders.

ARTICLE 6

Initial Board of Directors

The initial Board of Directors of this corporation shall consist of two members, such members to hold office until their successors have been duly elected and qualify. The name and street address of the initial directors are:

<u>Name</u>	<u>Address</u>
Charles W. Smyth, Jr.	12203 Timberlake Rd. Riverview, FL 33569
Donald E. Smith	2101 Princess Way Brandon, FL 33511

ARTICLE 7

Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

Name

Address

Thomas P. McNamara

2909 Bay to Bay Boulevard
Suite 309
Tampa, Florida 33629

ARTICLE 8

Purposes and Duration

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act. This corporation shall have perpetual existence.

ARTICLE 9

By-Laws

The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation.

ARTICLE 10

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE 11

Affiliated Transactions

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.


THOMAS P. MCNAMARA

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Thomas P. McNamara, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of such position.

DATED this 31 day of March, 2004.


THOMAS P. MCNAMARA

advantegard/docs/aoi

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CLERK OF STATE
TALLAHASSEE, FLORIDA