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CLERK OF SUPERIOR COURT  
STATE OF MISSISSIPPI

APPROVED  
AND  
FILED

CB 11-17

PETER A. ALEXANDER, P.A.  
7139 Third Avenue, South  
St. Petersburg, Florida 33707-1227  
Tel/fax: 727-347-0160

November 10, 2004

Corporate Records Bureau  
Division of Corporations  
Florida Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Michael B. Gomez, Inc.

Gentlemen:

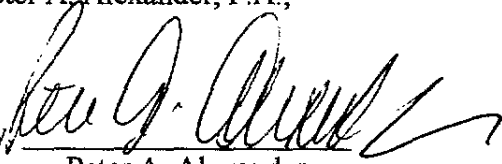
Enclosed please find the following:

1. Original and copy of certificate of Incorporation and Resident Agent certificate; and
2. Check number 210 in the amount of \$87.50 representing the necessary fees and certified copy of certificate.

Thank you for your anticipated courtesy and cooperation.

Very truly yours,

Peter A. Alexander, P.A.,

By:   
Peter A. Alexander


la:pa  
Encl.

11. **SUBSCRIBER.** The name and street address of each subscriber to these Articles of Incorporation is:

Michael B. Gomez  
2823 St. Croix Drive  
Clearwater, FL. 33759

12. **ORGANIZATION.** The subscriber or his assignee shall organize the corporation after approval of these Articles of Incorporation by the Department of State and shall adopt initial bylaws for the corporation.
13. **BYLAWS.** After adoption of the initial bylaws under the preceding article, bylaws may be adopted, amended or repealed by the stockholders of the corporation. The Board of Directors may adopt bylaws, subject to the stockholders' approval at their next ensuing meeting, but the bylaws adopted by the Board of Directors shall not conflict with those adopted by the stockholders.
14. **REGISTERED RESIDENT AGENT.** The corporation designates Michael B. Gomez, as its agent to accept service of process within this State.
15. **STOCK RESTRICTIONS.** By agreement, the stockholders and the corporation may restrict or limit the sale or transfer, or both, of stock of the corporation, grant preemptive rights of the purchase to each other and prescribe the terms and limitations of the rights, restrict the right to encumber the stock and provide for the consideration to be paid for the stock after its original issuance. The bylaws may provide for transfer on the corporate books in conformity with the agreement.
16. **CONFLICT OF INTEREST.** No transaction between the corporation and one or more directors or officers or between this corporation and any other corporation, from or from an association in which one or more of the directors or officers of this corporation are directors or officers or are financially interested shall be either void or violable because the director or officer concerned is present at the meeting of the Board of Directors, or a committee of it, that authorized or approves the transaction or that his vote is counted for the authorization or approval of the transaction or for a quorum if the common directorship, office holding or financial interest is disclosed or known to the Board of Directors or committee.

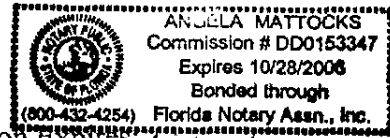
DATED this            Day of            2004

  
Michael B. Gomez  
STATE OF FLORIDA

**COUNTY OF PINELLAS**

The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of October 2004, by Michael B. Gomez, as President of The Michael B. Gomez, Inc., a Florida corporation, on behalf of the corporation and He is personally known to me (or has produced as identification).

Notary Public Angela Mattocks  
Angela Mattocks



Printed Name State of Florida at Large (Seal) My Commission Expires: 10/28/06

**CONSENT OF RESIDENT AGENT**

HAVING BEEN NAMED to accept service of process for this corporation at the place designated in the foregoing Articles, the undersigned accepts the designation.

Michael Gomez  
Michael B. Gomez