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August 4, 2005

Of Counsel: Thurston A. Shell fletcher fleming M. J. menge

ROLLIN D. DAVIS, JR. (1932-2002)

226 PALAFOX PLACE NINTH FLOOR, SEVILLE TOWER PENSACOLA, FLORIDA 32502

MAIL TO: Post Office Box 1831 Pensacola, Florida 32591-1831

Department of State Division of Corporations Corporate Filings Post Office Box 6327 Tallahassee, Florida 32314

Gentlemen:

I hand you two executed originals of the Articles of Incorporation of **ResCom Business Group, Inc.**, together with our firm's check for \$78.75. Please file the articles and provide us with a certified copy thereof.

Thank you for your assistance.

Yours truly,

SHELL, FLEMING DAVIS & MENGE

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FF:lfc Enclosures

## **ARTICLES OF INCORPORATION**

#### OF

#### **RESCOM BUSINESS GROUP, INC.**

#### **ARTICLE I. - NAME**

The name of this corporation is ResCom Business Group, Inc.

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#### **ARTICLE H. - PURPOSE**

This corporation is organized for the purpose of engaging in the business of cleaning the interior of commercial and residential premises and for the purpose of engaging in any and all business permitted under the laws of the State of Florida.

#### **ARTICLE III. - CAPITAL STOCK**

This corporation is authorized to issue ten thousand (10,000) shares of One Dollar (\$1.00par value common stock.

#### **ARTICLE IV. - PREEMPTIVE RIGHTS**

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

#### ARTICLE V. -- PRINCIPAL OFFICE AND MAILING ADDRESS

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

5137 Westport Drive Milton, Florida 32570 The Board of Directors may change the address from time to time to any other address in the State of Florida.

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#### **ARTICLE VI. - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 5137 Westport Drive, Milton, Florida 32570, Florida, and the name of the initial registered agent of this corporation at that address is Brett L. Hoffman.

## **ARTICLE VII. - INITIAL OFFICERS AND DIRECTORS**

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the sole/initial director and the officers of this corporation are:

Brett L. Hoffman, Director/President 5137 Westport Drive Milton, Florida 32570

Jennifer M. Hoffman, Vice President 5137 Westport Drive Milton, Florida 32570

Steven Dean, Secretary 6663 Trammel Drive Milton, Florida 32570

#### **ARTICLE VIII. - INCORPORATOR**

The name and address of the person signing these Articles is:

Brett L. Hoffman 5137 Westport Drive Milton, Florida 32570

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#### **ARTICLE IX. - BY-LAWS**

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

#### **ARTICLE X. - RESTRICTIONS ON TRANSFER OF STOCK**

The corporation, and subject to the priority of the corporation, the remaining stockholders of the corporation, shall have a preference in the purchase of any shares of the capital stock of the corporation, and any attempted sale of such shares of stock in violation of this provision shall be null and void. In case a stockholder, his personal representatives, heirs, devisees, legatees, pledgee, assignee, receiver, trustee in bankruptcy or any other person holding under or in privy with any stockholder, desires to sell his shares of stock, he shall file notice in writing of such intention with the Secretary of the corporation, stating the price and terms upon which he desires to sell such stock, and unless the terms of such offer are accepted by the corporation within ten (10) days, it shall be deemed to have waived its privilege of purchasing. In the event that the corporation is legally unable to purchase such stock or otherwise waives its privilege of purchasing, the Secretary of the corporation shall mail a written notice to all of the remaining stockholders, by certified mail, return receipt requested, advising them of the terms of such offer, and unless the terms of such offer are accepted by any or all of the other stockholders within ten (10) days from the date of mailing such notice, they shall be deemed to have waived their privilege or purchasing, and the stockholders or the person in privy with him desiring to sell shall be at liberty to effect a sale upon the terms of such offer. No stockholder who has given notice pursuant to this article, may thereafter sell such stock for a price or upon terms different than the offer contained in such notice, without again complying with the notice requirements of this article. Neither the corporation, nor

the remaining stockholders (collectively), may exercise their privilege or purchasing as to any shares of stock less than the total number of shares involved in such offer.

#### **ARTICLE XI. - INDEMNIFICATION**

The corporation shall indemnify any officer or directors, or any former officer or director, to the full extent permitted by law.

#### **ARTICLE XII. - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 4th day of August, 2005

# STATE OF FLORIDA COUNTY OF ESCAMBIA

Brett L. Hoffman, Subscriber

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared **Brett L. Hoffman**, who produced a Florida driver license as identification and who acknowledged before me that he executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 4<sup>th</sup> day of August, 2005.



FLETCHER FLEMING Notary Public-State of FL Comm. Exp. Aug. 27, 2006 Comm. No. DD 120245 Notary Public – State of Florida Fletcher Fleming, Commission No.: DD120245 Commission expires: 8-27-06

# ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **ResCom Business Group**, **Inc.** at the place designated in the Articles of Incorporation, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping such office open.

DATE: August 4, 2005

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2120 Brett L. Hoffman

