

NOV. 10. 2005 12:20PM

NO. 276 P. 1/7

NOV. 9. 2005 10:14AM

CARLTON FIELDS ST. PETE

NO. 190 P. 7

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Florida Department of State
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Fax Number : (850) 205-0381

From:
Account Name : CARLTON FIELDS
Account Number : 076077000355
Phone : (813) 223-7000
Fax Number : (813) 223-4133

FLORIDA PROFIT CORPORATION OR P.A.

FSG Preservation, Inc.

Certificate of Status	1
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CARLTON FIELDS ST. PETE

NO. 1964 P. 2

MIAMI
ORLANDO
ST. PETERSBURG
TALLAHASSEE
TAMPA
WEST PALM BEACH

CARLTON FIELDS

ATTORNEYS AT LAW

One Progress Plaza
200 Central Avenue, Suite 2300
St. Petersburg, Florida 33701-4262
P.O. Box 2861
St. Petersburg, Florida 33731-2861

727.821.7000
727.822-3768 fax
www.carltonfields.com

November 9, 2005

Mr. Justin M. Shivers
Document Specialist - New Filings
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

VIA FAX

Re: FSG Preservation, Inc.

Dear Mr. Shivers:

Here are copies of the following in connection with the subject entity:

1. Your fax to this firm dated November 4, 2005;
2. Certificate of status for FSG Preservation, LLC, dated November 2, 2005; and
3. Electronic Filing Cover Sheet and Articles of Incorporation for FSG Preservation, Inc., each dated November 1, 2005. FSG Preservation, Inc., is intended to be the manager of FSG Preservation, LLC, thus the similar name. The principals of both entities are the same and prefer to use similar names to avoid confusion, complication, etc.

If these documents are acceptable to you, please file the Articles of Incorporation for FSG Preservation, Inc., and fax the certified copy and certificate of status to me. Please feel free to call me if you have any questions.

Sincerely,

CARLTON FIELDS, P.A.


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Enc.

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CARLTON FIELDS ST. PETER 001/001 Florida DcNO. 1964 Sup. 3



FLORIDA DEPARTMENT OF STATE

Glenda M. Hood
Secretary of State

November 4, 2005

CARLTON FIELDS

SUBJECT: FSG PRESERVATION, INC.
REF: W05000049941

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable because it is the same as or not distinguishable from an existing entity. If the principals are the same in both entities, please send a letter or affidavit advising us of this association, along with your articles of incorporation so that we may complete the filing process.

If you have any further questions concerning your document, please call (850) 245-6929.

Justin M Shivers
Document Specialist
NEW FILINGS

FAX And. #: W05000254671
Letter Number: 405A00066304

Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

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CARLTON FIELDS ST. PETE

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**ARTICLES OF INCORPORATION
OF
FSG PRESERVATION, INC.**

The undersigned, for the purpose of forming a corporation (the "Corporation") under the provisions of Chapter 607 of the Florida Statutes, hereby agrees to the following:

**ARTICLE I
Name and Address**

The name of the Corporation shall be FSG PRESERVATION, INC. The street and mailing addresses of the initial principal office of the Corporation shall be 2325 Ulmerton Road, Suite 20, Clearwater, Florida 33762.

**ARTICLE II
Capital Stock**

The Corporation shall be authorized to issue one thousand, two hundred (1,200) shares of common stock having a par value of One and No/100ths Dollars (\$1.00) a share.

**ARTICLE III
Board of Directors**

Section 1. The business and affairs of the Corporation shall be managed by a board of directors, the members of which shall be hereinafter referred to as directors.

Section 2. The initial board of directors of the Corporation shall consist of one (1) director, whose name and address are as follows:

Name:

Address:

FRED B. BULLARD, JR.

2325 Ulmerton Road, Suite 20
Clearwater, Florida 33762

Section 3. The number of directors shall be as provided in the bylaws of the Corporation, but shall not be less than one (1).

Section 4. Directors shall be elected and hold office as provided in the bylaws.

**ARTICLE IV
Bylaws**

Section 1. The initial board of directors shall adopt the bylaws of the Corporation at a meeting of the initial board of directors following the filing of these Articles of Incorporation.

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Section 2. The power to adopt, alter, amend, or repeal the bylaws of the Corporation may be exercised by the board of directors or by the shareholders, in accordance with the provisions of the bylaws.

Section 3. Any bylaws adopted by the board of directors or the shareholders may be altered, amended, or repealed by the other group; provided, however, that any bylaws adopted by the shareholders may provide that such bylaws may be altered, amended, or repealed only by the shareholders.

ARTICLE V

Registered Office and Agent

Section 1. The street address of the initial registered office of the Corporation shall be at 4221 West Boy Scout Boulevard, Suite 1000, Tampa, Florida 33607.

Section 2. The name of the initial registered agent of the Corporation at said initial registered office shall be CFRA, LLC, a limited liability company organized and existing under the laws of the State of Florida.

ARTICLE VI

Incorporator

The name and address of the incorporator are:

Name:

Address:

CFRA, LLC

CFRA, LLC

4221 West Boy Scout Boulevard, Suite 1000
Tampa, Florida 33607

ARTICLE VII

Indemnification

Section 1. No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages to the Corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act.

The Corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action, suit, or proceeding (whether civil, criminal, administrative, or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served in any other capacities at the request of the Corporation. If the Florida Business Corporation Act is amended after the filing of these Articles of Incorporation of which this Article VII is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act, as so amended.

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Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 1st day of November, 2005.

CFRA, LLC

By: 

JOEL B. GILES, its Authorized Agent

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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Dated this 1st day of November, 2005.

CFRA, LLC

By: 

JOEL B. GILES, its Authorized Agent

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CLERK OF COURT
TALLAHASSEE, FLORIDA