

P05000164397

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05 DEC 19 AM 8:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12/09/05 - 01014 - 004 \*\*78.75

T. Burch DEC 20 2005

**COVER LETTER**

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: ACES Solutions INC  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☒ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

FROM: BECKY JO HOFFMAN  
Name (Printed or typed)

20372 E. PENNSYLVANIA AVE, SUITE C  
Address

DUNNELLON, FL 34432  
City, State & Zip

(352) 465-5040  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 12, 2005

BECKY JO HOFFMAN  
20372 E PENNSYLVANIA AVE STE C  
DUNNELLON, FL 34432

SUBJECT: ACES SOLUTIONS INC  
Ref. Number: W05000054628

We have received your document for ACES SOLUTIONS INC 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 administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with an affidavit or letter stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

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

You cannot use our articles as an attached signature page.

An effective date may be added to the Articles of Incorporation **if a 2006 date is needed**, otherwise the date of receipt will be the file date. **A separate article must be added to the Articles of Incorporation for the effective date.**

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) 245-6928.

Tim Burch  
Document Specialist  
New Filing Section

Letter Number: 205A00071476

**ARTICLES OF INCORPORATION  
OF  
ACES TOTAL SOLUTIONS, INC**

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Florida, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I  
CORPORATE NAME**

The name of this corporation is ACES TOTAL SOLUTIONS, INC.

**ARTICLE II  
INITIAL PRINCIPAL OFFICE**

The mailing address of the corporation's initial principal office is:

20210 SW 97th Place  
DUNNELLON, FL 34431

**ARTICLE III  
SHARES**

The total number of shares which the corporation shall have authority to issue is 100 shares of no par value common stock.

**ARTICLE IV  
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Roy D Reyes  
ACES TOTAL SOLUTIONS, INC  
20210 SW 97th Place  
MARION County  
DUNNELLON, FL 34431

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLE V PURPOSE**

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

## **ARTICLE VI DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

Roy D Reyes  
20210 SW 97th Place  
DUNNELLON, FL 34431

Ingrid C. Reyes  
20210 SW 97th Place  
DUNNELLON, FL 34431

Mark Emery  
11963 N Elkham Blvd  
DUNNELLON, FL 34433

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

## **ARTICLE VII LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

## ARTICLE VIII OTHER PROVISIONS

*Preemptive Rights.* The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

*Director or Officer Interest.* In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

*Stock Transfer Restriction.* No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

*Corporate Seal.* The corporation shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate.

*Execution of Written Instruments.* All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

### Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.



Roy D. Reyes, Incorporator  
20210 SW 97th Place  
DUNNELLON, FL 34431

State of Florida, County of Marion, ss:

Subscribed and sworn to (or affirmed) before me this 7th day of December, 2005.

  
Notary Public

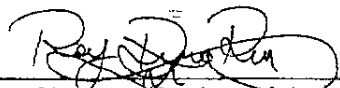


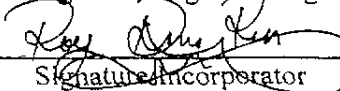
Becky Jo Hoffman  
My Commission DD086207  
Expires January 23, 2006

***AGREEMENT  
OF  
REGISTERED AGENT***

I, ROY D. REYES, hereby am familiar with and accept the duties and responsibilities as "Registered Agent" for "***ACES TOTAL SOLUTIONS, INC..***". The address of the Registered Agent is:

ROY D. REYES  
ACES TOTAL SOLUTIONS, INC.  
20210 SW 97<sup>TH</sup> PLACE  
DUNNELLON, FL 34431  
Telephone: (352)465-8480

  
\_\_\_\_\_  
Signature Registered Agent

  
\_\_\_\_\_  
Signature Incorporator