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February 6, 1995

Secretary of State Division of Corporations 409 E. Gaines Street Tallahassec, Florida 32399

Attn: Jo Mynard,

RE: Integrity Maintenance Services, Inc.

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Dear Jo,

Please find enclosed the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50

This represents the cost of filing fees for the Certified Copy of Articles of Incorporation, and fee for Registered Agent designation, for the above named corporation. Your prompt attention to the filing of these Articles of Incorporation is greatly appreciated. Thank you in advance for your assistance.

Sincerely,

Gary F. Wallace, C.P.A., Registered Agent

Integrity Maintenance Services, Inc.

12734 Kenwood Lane, Suite 49

Ft. Myers, Florida 33907

SECRETARY OF STATIONS IVISION OF COPPORATIONS

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SECRETARY OF STATE DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION OF INTEGRITY MAINTENANCE SERVICES, INC.

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(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida

ARTICLE I - CORPORATE NAME

The name of the corporation is:

INTEGRITY MAINTENANCE SERVICES, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue **ONE THOUSAND** shares (1000) of **ONE DOLLAR** Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NAME: INTEGRITY MAINTENANCE SERVICES, INC.

ADDRESS: 12734 KENWOOD LANE, SUITE 49

CITY: FT. MYERS FLORIDA ZIP 33908

The name and street address of the Initial Registered Agent of this corporation is:

NAME: GARY F. WALLACE, C.P.A.

ADDRESS: 12734 KENWOOD LANE, SUITE 49

CITY: FT. MYERS FLORIDA ZIP 33907

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have <u>THO</u> (2) directors 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 (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME: HASKEL C. CROSS

ADDRESS: 14742 WESTPORT DRIVE

CITY: FT. MYERS FLORIDA ZIP 33908

NAME: REVONDA S. CROSS

ADDR SS: 14742 WESTPORT DRIVE

CITY FT. MYERS FLORIDA ZIP 33908

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME:

GARY F. WALLACE, C.P.A.

ADDRESS: 12734 KENWOOD LANE, SUITE 49

CITY:

FT. MYERS

FLORIDA

ZIP 33907

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 6 day of February, 1995.

a Fee Class	(Seal)
GARY F. & LACE, C.P.A.	(Seal)
	(Seal)

STATE OF FLORIDA

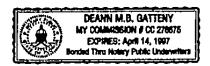
CCUNTY OF <u>Lee</u>)
before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared

GARY F. WALLACE, C.P.A. known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation.

(Notary Seal)

(Notary Public, State of Florida)

My Commission expires:



CERTIFICATE AND ACKNOWLEDGEMENT OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT OF

INTEGRITY MAINTENANCE SERVICES, INC.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation

at 12734 KENWOOD LANE, SUITE 49, FT. MYERS, FLORIDA 33907

has named GARY F. WALLACE, C.P.A.

located at the aforesaid eddress, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that

position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.

(/registered agent)
GARY F. WALLACE, C.P.A.



James W. Spires, Jr. Gary F. Wallace 12734 Kenwood Lane, Sulte 49 Port Myers, Florida 33907 Tele: (813) 936-0119 Fax: (813) 936-2037

JUNE 28, 1995

DIVISION OF CORPORATIONS P.O. BOX 6327 TALLAHASSER, PL 32314

RE: CHANGE NAME OF CORPORATION

DRAR AGENT:

ENCLOSED IS A ARTICLES OF AMENDMENT TO ARTICLES OF INCOROPRATION. THE AMENDMENT ADOPTED IS TO CHANGE THE NAME OF THE CORPORATION FROM INTEGRITY MAINTENANCE SERVICE, INC. TO R.S. CROSS & COMPANY, INC.. IF YOU HAVE ANY QUESTIONS PERASE PERL PREE TO CONTACT US AT THE LETTERHEAD ADDRESS.

THANK YOU,

GARY F. WALLACE

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF

1ntegri <u>ty</u>	MAINTENANCE	BERVICES.	INC.	
	(present	name)		

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE I - CHANGE NAME FROM INTEGRITY MAINTENANCE SERVICE, INC. TO R.S. CROSS & COMPANY, INC.

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SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

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