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March 29, 1995

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***122.50 ***122.50

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

Re: Garrabrant & Company, Inc.

Gentlemen:

Enclosed herewith are the original Articles of Incorporation and Certificate of Registered Agent for Garrabrant & Company, Inc. for filing along with our check in the amount of \$122.50.

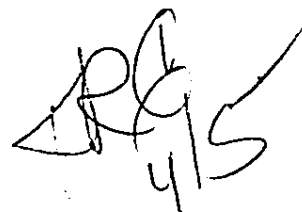
Thank you.

Very truly yours;


RANDALL C. CONCELLO, ESQ.
FBN 128661

RCC/cr
Encls.

SIGNED IN MY ABSENCE TO
AVOID DELAY IN MAILING



FILED
95 MAR 31
MAR 21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

We, the undersigned, hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

1. The name of this corporation shall be:

GARRABRANT & COMPANY, INC.

2. The general nature of this business to be transacted shall be services to the public.

The foregoing paragraph shall be construed as enumerating both objects and powers of the corporation; and it is hereby expressly provided that the foregoing enumeration of specific power shall not be held to limit or restrict in any manner the powers of this corporation.

3. The capital stock of this corporation shall consist of 100 shares of common stock at \$5.00 each. The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America, or property, labor or services at a just valuation to be fixed by the directors. Property and labor may also be purchased with the capital stock at such valuation as shall be fixed by the directors.

4. The amount of capital with which this corporation shall begin business is not less than Five Hundred (\$500.00) Dollars.

5. This corporation is to have perpetual existence.

6. The principal office of the corporation shall be: 336 N. Jackson Road, Venice, Florida 34292.

7. The number of its directors shall be one (1) but the By-

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TALLAHASSEE, FLORIDA

laws may provide for such increase or decrease in number thereof as authorized by law.

8. The names and addresses of the members of the first Board of Directors are:

TOM GARRABRANT

336 N. Jackson Road
Venice, Florida 34292

9. The names and addresses of the subscribers to these Articles of Incorporation, and the number of shares each agrees to take are as follows:

TOM GARRABRANT
336 N. Jackson Road
Venice, Florida 34292

100 Shares

The proceeds of the stock subscribed for will be at least as much as the amount necessary to begin business.

10. The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation, and creating, dividing, limiting and regulating the powers of the corporation, its stockholders and directors are hereby adopted as a part of these Articles of Incorporation.

(a) No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

(b) The directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable conditions by way of security upon the issue of new certificates therefore.


(c) The original incorporators of the corporation shall have

the right upon its organization, to assign and deliver their subscriptions of stock as set forth in Article 9 hereof to any other persons, or to firms or corporations who may hereafter become subscribers to the capital stock of the corporation, who, upon acceptance of such assignment shall stand in lieu of the original incorporators, and assume and carry out all the rights, liabilities and duties entailed by said subscriptions, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

(d) No contract or other transaction between the corporation and any other corporation in the absence of fraud, shall be affected invalidated by the fact that any one or more of the directors of the corporation is or are interested in, or is a director or officer or are directors or officers of such other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in any such contract or transaction of the corporation or in which the corporation is interested, and no contract, act or transaction of the corporation with any person or persons, firm or corporation in the absence of fraud, shall be affected or invalidated by the fact that any director of the corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be


in anywise interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he also is a director of such subsidiary or controlled company.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Sarasota County, Florida for the uses and purposes aforesaid this 29TH day of March, 1995.


TOM GARRABRANT (SEAL)

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me, on this 29TH day of March, 1995, by TOM GARRABRANT, who is personally known to me or who has produced n/a as identification.


Notary Public



CAROL CONCELLO
MY COMMISS
No. CC321152 EXPIRES
7, 1997
BONDED THRU FAIR INSURANCE, INC.

STATE OF FLORIDA
DEPARTMENT OF STATE


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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Certificate designating place of business or domicile
service of process within this state, naming agent upon whom
process may be served.

The following is submitted in compliance
with Chapter 48.091, Florida Statutes

GARRABRANT & COMPANY, INC., a corporation organized (or
organizing) under the laws of the State of Florida, with its
principal office at 336 N. Jackson Road, City of Venice, County of
Sarasota, State of Florida, has named TOM GARRABRANT, 336 N.
Jackson Road, Venice, Florida 34292, as its agent to accept service
of process within this state.

I agree as Resident Agent to accept service of process; to
keep office open during prescribed hours, to post my name (and any
other officers of said corporation authorized to accept service of
process at the above Florida designated address) in some
conspicuous place in office as required by law.



TOM GARRABRANT
Resident Agent