



ARTICLES OF INCORPORATION  
OF  
PUENTES-GORMAN, INC.

FILED  
95 JUL 21 AM 8:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby present these Articles for the formation of a corporation under Chapter 607 of the Statutes of the State of Florida.

ARTICLE I.  
Name

The name of this corporation is: Puentes-Gorman, Inc.

ARTICLE II.  
Purpose and Powers

The Corporation is authorized to engage in any and all activities permitted by law.

ARTICLE III.  
Capital Stock

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is: Two hundred (200) shares of common stock having a nominal or par value of One Dollar (\$1.00) per share.

ARTICLE IV.  
Initial Capital

The amount of capital with which this Corporation will begin business is Five Hundred Dollars (\$500.00).

ARTICLE V.  
Term of Existence

This Corporation is to exist perpetually.

**ARTICLE VI.**  
**Address**

The mailing address of this Corporation is 795 South Broadway, Bartow, Florida 33830 and the initial street address of the principal office of this Corporation in the State of Florida is 795 South Broadway, Bartow, Florida 33830. The initial Registered Office of this Corporation is Dunlap & Murphy, 245 South Central Avenue, Bartow, Florida 33830 and the initial Registered Agent at said office is George T. Dunlap, III, Esquire. The Corporation shall have the power to move the office to another location in the State of Florida from time to time as may be determined by the Board of Directors.

**ARTICLE VII.**  
**Directors**

The number of the directors comprising the Board of Directors of this Corporation shall be two (2) but the same may be changed from time to time by majority vote of the Board of Directors.

The name and street address of the members of the first Board of Directors of this Corporation, to serve until the first annual meeting, or until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Address</u>
David R. Puentes	795 South Broadway Bartow, Florida 33830
Daniel J. Gorman	6314 Lunn Road Lakeland, Florida 33811

**ARTICLE VIII.**  
**Officers**

The officers of this Corporation shall be a President, Vice-President, Secretary, Treasurer and such other officers as may be authorized by majority vote of the Board of

Directors. The name and street address of the officers of the Corporation to serve until the first annual meeting, or until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Address</u>
David R. Puentes President and Treasurer	795 South Broadway Bartow, Florida 33830
Daniel J. Gorman Vice-President and Secretary	6314 Lunn Road Lakeland, Florida 33811

**ARTICLE IX.**  
**Incorporator**

The name and address of the incorporators of this Corporation are as follows:

<u>Name</u>	<u>Address</u>
David R. Puentes	795 South Broadway Bartow, Florida 33830
Daniel J. Gorman	6314 Lunn Road Lakeland, Florida 33811

**ARTICLE X.**  
**Subscribers to Stock**

The name, address and number of shares of the subscribers to stock in this Corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
David R. Puentes	795 South Broadway Bartow, Florida 33830	50
Daniel J. Gorman	6314 Lunn Road Lakeland, Florida 33811	50

**ARTICLE XI.**  
**Restraint on Alienation of Shares**

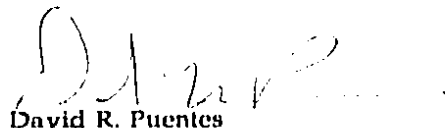
The Board of Directors of the Corporation shall have the power to include in the By-Laws, if ratified by a two-thirds majority of the stockholders of the Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition

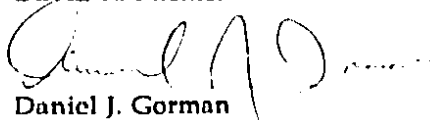
of any of the outstanding stock of the Corporation by any of its stockholders, or in the event of the death of any of its stockholders. The manner and form, as well as the relevant terms, conditions, and details thereof, shall be determined by the Board of Directors.

**ARTICLE XII.  
Amendment**

These Articles of Incorporation may be amended by majority vote of the Board of Directors in the manner provided by law. Every amendment shall be approved by majority vote of the stockholders.

IN WITNESS WHEREOF, the undersigned subscribing incorporators have hereunto set their hands and seals this 19th day of July, 1995, for the purpose of forming this Corporation under the laws of the State of Florida, and hereby make, subscribe, acknowledge and file in the office of the Secretary of State these Articles of Incorporation and certify that the facts contained herein are true.

  
David R. Puentes

  
Daniel J. Gorman

INCORPORATORS

STATE OF FLORIDA  
COUNTY OF POLK

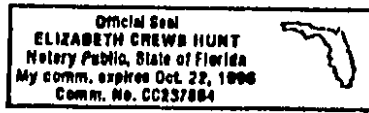
I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared David R. Puentes and Daniel J. Gorman, to me personally known to be the persons described in as the

subscribers and who executed the foregoing Articles of Incorporation, and after being sworn by me, acknowledged before me that they subscribed to these Articles of Incorporation as their voluntary act and deed and that the facts set forth herein are true and correct.

WITNESS my hand and official seal in the County and State named above this 19th day of July, 1995.

*Elizabeth Crews Hunt*  
Notary Public

(S E A L)



THIS INSTRUMENT PREPARED BY:  
George T. Dunlap, III  
Dunlap & Murphy  
245 South Central Avenue  
Post Office Drawer 30  
Bartow, Florida 33831  
(941) 533-3146

CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTER AGENT

In pursuance of Section 48.091 and Section 607.0501 Florida Statutes, the following is submitted, in compliance with said provisions:

That PUENTIS-GORMAN, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation, in the City of Bartow, County of Polk, State of Florida has designated Dunlap & Murphy, 245 South Central Avenue, Bartow, Florida 33830 as its registered office and George T. Dunlap, III, Esquire, as its registered agent at said office to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the registered office designated in this certificate, I hereby agree to act in this capacity, and agree to comply with said provisions relative to keeping open said office.

By

*George T. Dunlap III*  
Registered Agent

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95 JUL 21 AM 8:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
OFFICE OF THE SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to sections 44, 491 and 492, 493, Florida Statutes,

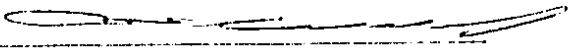
the following is submitted in compliance with said Sections:

That the above-named corporation, desiring to operate under the laws of the State of Florida, has named Ronald E. Schoede, located at the above address, as its duly authorized agent to accept service of process within the State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Dated this 21 day of May, 1995.

  
RONALD E. SCHOEDE

95 JUL 21 AM 8:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**Dunlap & Murphy**

205 South Central Avenue  
Post Office Drawer 30  
Bartow, Florida 33831

George T. Dunlap, III  
Frederick E. Murphy, Jr.

October 4, 1995

Telephone (911) 533-3146  
Fax (911) 533-7412

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32301

Re: Puentes and Puentes, Inc.

Dear Secretary of State:

Enclosed please find Amendment to Article of Incorporation and our check for \$35.00. Would you please file the same and send me an acknowledgment thereof.

Sincerely,

*George T. Dunlap III*  
George T. Dunlap, III

GTD/am

Enclosure

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AMENDMENT TO ARTICLES OF INCORPORATION  
TO  
PUENTES-GORMAN, INC.

95 OCT -5 PM 12:53  
FILED  
SECRETARY OF STATE  
HALLMARK BUILDING  
ALBANY, N.Y. 12242

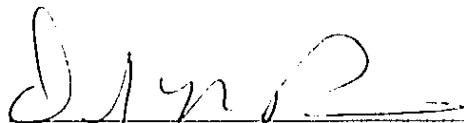
The undersigned, being the President and Secretary of Puentes-Gorman, Inc., hereby certifies that the Board of Directors and Shareholders of Puentes-Gorman, Inc., through a unanimous vote of its Board of Directors and Shareholders present at a meeting called for that purpose, has amended the Articles of Incorporation of Puentes-Gorman, Inc.

By deleting Article I and substituting therefor the following:


**Article I.**  
**Name**

The name of this corporation is Puentes and Puentes, Inc.

The foregoing Amendment was approved at a meeting of the Board of Directors and Shareholders on September 22, 1995.

  
\_\_\_\_\_  
David R. Puentes, President

CERTIFY AND ATTEST TO  
THE ABOVE ACTION:

  
\_\_\_\_\_  
David R. Puentes, Secretary