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BRAD CULVERHOUSE
ATTORNEY AT LAW
CHARTERED

CABLE ADDRESS-CULVERHOUSE

DESIGNATED AREA OF PRACTICE
UNDER THE FLORIDA BAR DESIGNATION PLAN
BANKRUPTCY LAW & PRACTICE

EFFECTIVE DATE
7/7/95

CULVERHOUSE BUILDING
505 BEACH COURT
POST OFFICE BOX 4392
FORT MERCE, FLORIDA 34948-4392
(407) 465-7572 FAX (407) 461-8193

August 4, 1995

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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-08/09/95--01012--007
*****70.00 *****70.00

RE: S. A. GRAY, INC.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for S.A. GRAY, INC. Please return the copy to me with the filing date stamped on it. I have enclosed a self-addressed stamped envelope for the return of the copy.

Also enclosed please find my firm check in the amount of \$122.50 which includes the following fees:

Q \$70.00

\$ 35.00 - Filing Fee
\$ 35.00 - Registered Agent
~~\$ 52.50 - Certified Copy~~
~~\$122.50~~
70.00 *Q.*

Thank you for your attention to this matter.

Sincerely,

Brad Culverhouse
Attorney at Law, Chartered

By: *[Signature]*

BC:mar
enc.

ARTICLES OF INCORPORATION

EFFECTIVE DATE
3/1/95

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, liabilities, rights, privileges and immunities of a corporation for profit.

ARTICLE I

NAME

The name of this corporation shall be:

S.A. GRAY, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

The general nature of the business and the objects and purposes proposed to be transacted and carried on are to do any and all things herein mentioned as fully and to the same extent as natural persons might or could do, viz:

(a) To engage in any lawful activities, businesses or pursue and adopt any lawful purposes and exercise all lawful powers under the laws of the State of Florida and the United States.

(b) To do any and all things necessary, suitable, proper and convenient for the accomplishment of any of the purposes or for the attainment of any of the objects or for the exercise of any of the powers herein set forth, whether herein specified or not, either alone, or in connection with other firms, individuals or corporations, either in this state or throughout the United States, and elsewhere, and to do any other act or acts, thing or things, incidental or pertinent to or connected with the business or businesses hereinbefore described, or any part or parts thereof, if not inconsistent with the laws under which this corporation is organized.

ARTICLE III

INITIAL DIRECTORS

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

<u>NAME</u>	<u>ADDRESS</u>
Stacey Ann Gray	12626 S.W. Highway 441 Okeechobee, Florida 34974

ARTICLE IV

INCORPORATORS AND SUBSCRIBERS

The name and street address of each person herein as a subscriber and incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Stacey Ann Gray	12626 S.W. Highway 441 Okeechobee, Florida 34974

ARTICLE V

INITIAL PRINCIPAL OFFICE, STREET ADDRESS, MAILING ADDRESS, REGISTERED OFFICE AND REGISTERED AGENT

The Initial Principal Office of the corporation and its mailing address and street address and the street address of the initial registered office of this corporation in the State of Florida is 12626 S.W. Highway 441, Okeechobee, Florida 34974 and that Stacey Ann Gray is designated Registered Agent to accept service of process in Florida and the address of said Registered Agent is the same as that of the Registered Office. The Board of Directors or Shareholders may from time to time move the registered office to any other address in Florida.

ARTICLE VI

DIRECTORS

This corporation shall initially have one (1) director, the number of directors may be increased or diminished from time to time by the shareholders by a vote of not less than a majority vote of the shares of common stock.

ARTICLE VII

CAPITAL STOCK

The maximum number of shares of stock that this corporation is

authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE VIII

INITIAL CAPITAL

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

ARTICLE IX

CORPORATE EXISTENCE

This corporation shall have perpetual existence. Pursuant to Section 607.0203 (1), Florida Statutes, the corporations existence shall begin on August 7, 1995.

ARTICLE X

OFFICERS

The officers of this corporation shall be a president, a vice president, a secretary and a treasure, and such other officers and agents, employees, and factors as may be deemed necessary or convenient shall be chosen in such a manner, hold their offices for such terms and have such powers and duties as may be prescribed by the by-laws or determined by the Board of Directors or by the shareholders. Any two of the above offices may be combined and any person may hold two or more offices.

ARTICLE XI

AMENDMENT

The stockholders in accordance with law shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation and the shareholders shall have the right to amend the By-Laws by a majority vote of the shares of stock entitled to be voted.

ARTICLE XII

AGREEMENTS

The corporation or the stockholders may include in their agreement between themselves the following as valid matters of agreement:

(a) Any limitations or restraints upon the transferability, alienation or assignment of stock;

(b) Any limitation or restraint upon the encumbrance or pledge of stock;

(c) Any agreements conferring preemptive rights of purchase upon stockholders as conditions precedent to the sale of any stock;

(d) Management agreements or other employment agreements with persons who may or may not be stockholders; and

(e) Any and all such other agreements as may be reasonably necessary in the ownership, conduct or furtherance of the business of the corporation and to implement the said agreements by by-laws of the corporation.

ARTICLE XIII

PREEMPTIVE RIGHTS

The shareholders of the corporation shall have preemptive rights to purchase the same kind, class or series of the authorized capital common stock upon its issuance for sale.

ARTICLE XIV

VOTING

Unless otherwise specifically stated in these ARTICLES OF INCORPORATION all matters which must be acted or voted upon by this corporation shall be decided by the stockholders by a majority of the shares entitled to be voted.

IN WITNESS of the foregoing, we have hereunto set our hands and seals and acknowledged the foregoing ARTICLES OF INCORPORATION, this 4th day of August, 1995.

Stacey Ann Gray (SEAL)
STACEY ANN GRAY

(SEAL)

(SEAL)

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

Pursuant to Section 607.0501 (3), the undersigned does accept the designation as Registered Agent in ARTICLE V of the foregoing Articles of Incorporation and the undersigned does accept the designation and does agree to serve as the Registered Agent for said Corporation and the undersigned does state that the address of the Registered Agent is the same as that of the Registered Office as set forth in said ARTICLE V and the undersigned is familiar with, and accepts, the obligations of the position of Registered Agent..

DATED this 4th day of August, 1995.

Stacey Ann Gray
STACEY ANN GRAY

STATE OF FLORIDA
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me this 4th day of August, 1995, by STACEY ANN GRAY, who is personally known to me or who has produced Fla Drivers License as identification and who did take an oath.



MARY ANN RAPISARDA
MY COMMISSION # CC294078 EXPIRES
JUNE 18, 1997
BONDED THROUGH TROY FAIR INSURANCE, INC.

Mary Ann Rapisarda
Signature of person taking
acknowledgment

Mary Ann Rapisarda
Name of acknowledger typed,
printed or stamped

Notary Public
Title or rank

451312
Notary I.D. Number