

P950000072259

**CAPITAL CONNECTION, INC.**

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870  
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
TOLL FREE No. 1-800-342-8062  
FAX (904) 222-1222

RE: G. Reed, Inc.

NAME \_\_\_\_\_  
FIRM \_\_\_\_\_  
ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

FILED  
STATE  
OPERATIONS  
SEP 19 PM 1:19

W95-18693

	C.C. FEE.	DISBURSED
Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
<input checked="" type="checkbox"/> ( ) Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S.	80000015808988	
Fictitious Name File	09/18/95-01016-1009	
	122.50-122.50	
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ( )		
Top Priority		
Express Mail Prep.		
FAX ( ) pgs.		
SUBTOTALS		

REQUEST TAKEN CONFIRMED APPROVED  
DATE \_\_\_\_\_  
TIME \_\_\_\_\_ CK No. \_\_\_\_\_  
BY AMC

WALK-IN 9-18  
Will Pick Up 1100

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 18% per Annum.

THANK YOU  
from  
Your Capital Connection



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 18, 1995

CAPITAL CONNECTION  
P.O. BOX 10349  
TALLAHASSEE, FL 32302

SUBJECT: G. REED, INC.  
Ref. Number: W95000018693

*Corrected.*

We have received your document for G. REED, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

The registered agent must sign accepting the designation.

Please return 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 (904) 487-6928.

Agnes Lunt  
Corporate Specialist

Letter Number: 795A00042724

SEP 19 1995  
9:13 AM  
FBI - TALLAHASSEE

ARTICLES OF INCORPORATION  
OF

G. REED, INC.  
A Florida Corporation

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

05 SEP 19 PM 1:19

Article I  
NAME

The name of this Corporation is G. REED, INC., a Florida corporation.

Article II  
TERM OF EXISTENCE

Pursuant to the provisions of Florida Statutes, the existence of the Corporation shall commence upon filing of these Articles. The Corporation shall have perpetual existence thereafter unless dissolved pursuant to Florida Statutes.

Article III  
NATURE OF BUSINESS

This Corporation is organized for the following purposes:

- (a) To engage in any and all lawful business.

Article IV  
POWERS

The Corporation shall have power:

- (a) To have perpetual succession by its corporate name.
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- (f) To lend money to and use its credit to assist its officers and employees to the fullest extent permitted by law.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other municipality or of any instrumentality thereof.
- (h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.
- (i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned and invested.
- (j) To conduct its business, carry on its operations, and have officers and exercise the powers granted by this act within or without this state.
- (k) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.
- (l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this State, for the administration and regulation of the affairs of the Corporation.
- (m) To make donations for the public welfare or for charitable, scientific or educational purposes.

- (n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.
- (o) To pay pensions and establish pension plans, profit-sharing plans, stock bonus plans, and other incentive plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries.
- (p) To be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.
- (q) To have and exercise all powers necessary or convenient to effect its purposes.

#### ARTICLE V

##### Principal Office and Mailing Address

The principal office address of this corporation shall be:

1661 Whitehead Drive  
Sarasota, FL 34232

and the mailing address shall be:

1661 Whitehead Drive  
Sarasota, FL 34232

#### ARTICLE VI

##### Capital Stock

This Corporation is authorized to issue One Hundred (100) shares of common stock.

#### ARTICLE VII

##### Initial Registered Office and Agent

The street address of the initial Registered Office of this Corporation is 1800 Second Street, Suite 803, Sarasota, Florida 34236, and the name of the initial Registered Agent of this Corporation at that address is Robert M. Pretschner, Esq.

ARTICLE VIII  
Directors

This Corporation shall have one (1) Director initially. The number of Directors may be increased from time to time by the Bylaws but shall never be less than one (1) Director and no more than five (5) Directors. The name and address of the initial Director of this Corporation who shall serve until her successors are duly elected and qualified is:

<u>NAME</u>	<u>ADDRESS</u>
George E. Reed	1661 Whitehead Drive Sarasota, FL 34232

ARTICLE IX  
Subscriber

The name and street address of the Incorporator signing these Article of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Robert M. Pretschner	1800 Second Street, Ste. 803 Sarasota, Florida 34236

ARTICLE X  
Special Provisions

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors of this Corporation.

ARTICLE XI  
Indemnification

The Corporation shall indemnify any Director or Officer, or any other former director or officer, to the full extent permitted by law.

**ARTICLE XIV**  
**Removal of Directors**

The Shareholders of this Corporation shall be entitled to remove any Director from office at any time for any reason whatsoever, whether or not there is cause for removal.

**ARTICLE XV**  
**Amendment**

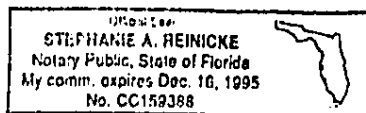
These Articles of Incorporation may be amended in the manner provided by law.

WITNESS my hand and seal at Sarasota, Florida, this 18<sup>th</sup> day of September, 1995.

  
\_\_\_\_\_  
ROBERT M. PRETSCHNER

STATE OF FLORIDA     )  
COUNTY OF SARASOTA )

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of September, 1995, by ROBERT M. PRETSCHNER, who is personally known to me or who produced \_\_\_\_\_ as identification.

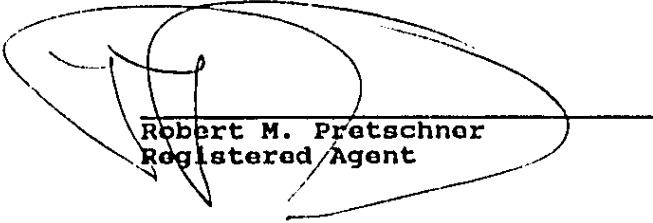


Stephanie A. Reinicke  
Notary Public Signature  
Printed Name STEPHANIE A. REINICKE  
My commission expires: 12-16-95

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned, having been designated in the foregoing Articles of Incorporation as Registered Agent, hereby agrees to accept said designation; to accept Service of Process; to keep the

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 the office as required by law.



Robert M. Pretschner  
Registered Agent

SEP 19 PM 1:20  
STATE OF FLORIDA  
DEPARTMENT OF STATE