

**P96000000797**

**Doreen M. Goldbronn**

*Attorney at Law*

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8520 Government Drive  
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January 1, 1996

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-12/26/95--01067--008  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**EFFECTIVE DATE**

1-1-96

RE: JUDITH A. REED, INC.

Dear Sir/Madam:

Enclosed herein please find the Articles of Incorporation and the Certificate of Registered Agent for the above-referenced corporation, as well as my check in the amount of \$70.00.

Thank you in advance for processing accordingly and assigning a Charter Number as promptly as possible. We do not wish to have certified copies of the Articles of Incorporation.

Very truly yours,

  
Doreen M. Goldbronn  
DMG/lm

Encls.

**FILED**  
95 DEC 26 AM 9:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**BROWN JAN - 4 1996**

ARTICLES OF INCORPORATION  
OF  
JUDITH A. REED, INC.

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FILED  
55 DEC 26 AM 9:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EXPIRATION DATE  
1-1-96

ARTICLE I - NAME

The name of this corporation is JUDITH A. REED, INC.

ARTICLE II - PURPOSE

The general nature of the business to be transacted by this corporation shall include the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III - CAPITAL STOCK

The authorized capital stock of this corporation shall be 7,500 shares of common stock with a par value of \$1.00 per share.

ARTICLE IV - PERIOD OF EXISTENCE

The corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE V - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial office of this corporation is 2302 Beach Trail, No. 2, North, Indian Rocks Beach, County of Pinellas, State of Florida, 34635; and the name of the initial registered agent of this corporation is Doreen M. Goldbronn, whose address is 2240 Belleair Road, Suite No. 140, Clearwater, Florida 34624.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director 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). Directors may be removed for cause. The name and address of each initial director of this corporation is:

Judith A. Reed  
P.O. Box 833  
Indian Rocks Beach, FL 34635

ARTICLE VII - INCORPORATOR

The name and address of each person signing these articles is:

Judith A. Reed  
P.O. Box 833  
Indian Rocks Beach, FL 34635

ARTICLE VIII - OFFICERS

This corporation shall be managed by President, Secretary and Treasurer. The offices may be held by one and the same person. Officers may be removed only for cause. The name and address of each initial officer of this corporation is:

President/ Secretary/Treasurer:	Judith A. Reed P.O. Box 833 Indian Rocks Beach, FL 34635
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ARTICLE IX - BYLAWS

All By-Laws shall be approved by a majority vote of the shareholders, and all modifications or additions to the By-Laws shall be ratified by a majority vote of the Shareholders before such modification or addition shall become effective.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any Officer, Director or any former Officer or Director, to the full extent permitted by law for such acts of the Officer or Director, or former Officer or Director, while acting in a corporate capacity.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, or any right conferred by shareholders as subject to this reservation.

Notwithstanding, the shareholders reserve the right by majority vote, and the board of directors have no right to amend the Articles of Incorporation.

ARTICLE XII - BEGINNING OF CORPORATE EXISTENCE

This corporation shall begin doing business upon the filing

of these Articles or on January 1, 1996, whichever shall last occur.

ARTICLE XIII - CHAPTER S ELECTION

It is the intention of the incorporator of this corporation that the first board of directors adopt to file an "S" Election with the Internal Revenue Service.

ARTICLE XIV - SECTION 1244 STOCK

It is the intention of the incorporator of this corporation that the first board of directors adopt a plan under Section 1244 of the Internal Revenue Code allowing a limited ordinary loss to individuals for loss on stock of a "Small Business Corporation" which qualifies under the Code.

ARTICLE XV - VOTING RIGHTS

Except as otherwise provided by law, the entire voting for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE XVI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned subscriber hereunto has set his hand and seal this 18<sup>th</sup> day of December, 1995.

Judith A. Reed  
JUDITH A. REED, Incorporator

STATE OF FLORIDA     )  
COUNTY OF PINELLAS    )

Before me, a Notary Public, authorized to take acknowledgements in the state and county set forth above, personally appeared JUDITH A. REED, who is personally known to me or who produced the following as identification: PERSONALLY KNOWN and who did not take an oath on this the 18<sup>th</sup> day of December, 1995.

Mary Ann Pasqua  
Mary Ann Pasqua, Notary Public

MY Commission Expires:



MARY ANN PASQUA  
My Commission CC402455  
Expires Sep. 06, 1999


CERTIFICATE OF REGISTERED AGENT

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

That JUDITH A. REED, INC., designed and organized under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Indian Rocks Beach, County of Pinellas, State of Florida, has named Doreen M. Goldbronn, Attorney at Law, whose address is 2240 Belleair Road, Suite 140, Clearwater, Florida 34624, as its Agent to accept service of process within this State.

ACKNOWLEDGEMENT

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

  
Doreen M. Goldbronn  
Registered Agent

**FILED**  
95 DEC 26 AM 9:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA