

*David S. Eldredge, P.A.*

P96000003188

January 2, 1996

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

000001681700  
-01/08/96--01080--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: ROSCOE GRAY, INC.

Dear Sir:

Enclosed please find the Articles of Incorporation for the above-named corporation, together with my check in the amount of \$70.00 to cover the filing costs.

Kindly acknowledge receipt and filing of same by placing your date stamp on the enclosed copy of the Articles of Incorporation and return same to the undersigned in the envelope provided.

If you should require additional information, please don't hesitate to contact me.

Sincerely,

*David S. Eldredge*

David S. Eldredge  
Attorney At Law

DSE/bss

Enclosures

FILED  
96 JAN -8 PM 2:16  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION  
OF  
ROSCOE GRAY, INC.**

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned incorporator of these Articles of Incorporation, a natural person competent to contract, hereby associates herself to form a corporation under the laws of the State of Florida.

**ARTICLE I.**

The name of this corporation is:  
**ROSCOE GRAY, INC.**

**ARTICLE II.**

The sole and only purpose of this corporation is the operation of an Amway distributorship.

**ARTICLE III.**

The minimum number of shares of stock that this corporation is authorized to have outstanding at any one time is: **ONE HUNDRED SHARES (100)** shares of common stock, par value of One Dollar and NO/100 (\$1.00) per share all being fully paid and non-assessable. The consideration to be paid for each share shall be fixed by the existing shareholders, and shall be payable in lawful money, property or labor and service.

**ARTICLE IV.**

The amount of capital with which this corporation will begin business is not less than **ONE HUNDRED DOLLARS (\$100).**

**ARTICLE V.**

This corporation shall have perpetual existence unless terminated in the manner prescribed by law.

**ARTICLE VI.**

The initial post office address of the principal office of this corporation in the State of Florida is 43136 E. First Street, Paisley, Florida 32767.

#### **ARTICLE VII.**

The corporation shall have one director and shareholder initially. The number of directors may be increased from time to time, by By-laws adopted by the stockholders.

The name and post office address of the initial director and shareholder is:

<b>Richard G. Brooks, Director/Shareholder</b>	<b>43136 E. 1st Street Palsley, Florida 32767</b>
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#### **ARTICLE VIII.**

The name and post office address of the subscribers of those articles of incorporation and the number of shares of stock they agree to take shall be **Richard G. Brooks, 43136 E. 1st Street, Palsley, Florida 32767 - 100 shares.**

#### **ARTICLE IX.**

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be proposed by at least one of the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

#### **ARTICLE X. AMENDMENT**

No contract or other transaction between the corporation and any other corporation in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the shareholders 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 shareholder, individually or jointly may be a party or parties to, or may be interested in any such contract 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 shareholder or shareholders of the corporation is a party or are parties 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 persons who may become a shareholder of the corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefits of themselves or any firm, associate or corporation in which they may be in any way interested. Any shareholder of the corporation may vote upon any such contract or other transaction between the corporation, any subsidiary or controlled company without regard to the fact that he also is a director or shareholder of such subsidiary or controlled company.

No stock of this corporation shall be sold, assigned, pledged or otherwise disposed of to any person not a shareholder without first offering to dispose of his stock to the corporation itself and to each of the other stockholders in the corporation at the fair value hereinafter defined.

Fair value as used herein is defined as that which a willing buyer would pay to a willing seller. If the purchaser and seller of stock under the provision above agree as to the amount of the fair value that amount shall govern. If they fail to agree, the amount of fair value shall be determined by an arbitrator selected by mutual consent of the parties.

Nothing herein contained shall be construed to prevent or restrict the passage of stock of this corporation by sale, pledge, assign, bequest, inheritance or otherwise, shall be subject to these restrictions on alienation.

#### **ARTICLE XI. REGISTERED AGENT AND OFFICE**

The registered agent and office address for this corporation shall be **Richard G. Brooks**, 43136 E. 1st Street, Paisley, Florida 32767, to accept service of process within the State as to this corporation.

The Registered Agent and office of the Corporation may be changed by the Corporation at any time in accordance with the provisions of Florida law.

  
Richard G. Brooks

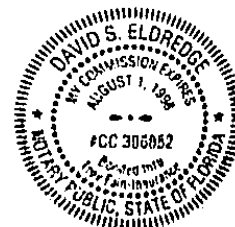
STATE OF FLORIDA  
COUNTY OF FLAGLER

BEFORE me, the undersigned authority personally appeared **RICHARD G. BROOKS**, who is to me well known to be the person described in and who freely and voluntarily acknowledged before me according to the law that he made and subscribed the same for the uses and purposed therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at said County and State, this 2<sup>nd</sup> day of October, 1996.

  
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE  
NAME:


COMMISSION EXPIRES:




**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

**IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:**

**FIRST: THAT ROSCOE GRAY, INC., DESIRING TO ORGANIZE OR QUALIFY  
UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE  
OF BUSINESS AT 43136 E. First Street, Paisley, Florida 32767 HAS NAMED Richard G.  
Brooks, 43136 E. First Street, Paisley, Florida 32767 AS ITS REGISTERED AGENT AND  
OFFICE TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.**

  
**Richard G. Brooks**  
DATE: ~~October~~ *January* 2, 1996

**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 I FURTHER  
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO  
THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.**

  
**Richard G. Brooks**  
**REGISTERED AGENT**  
DATE: *January* ~~October~~ 2, 1996

**FILED**  
95 JAN -8 PM 2:16  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA