

RICHARD B. FITZPATRICK  
CUNTIEN J. NEAL  
JAMES A. NEAL, JR.

CHARLES B. FITZPATRICK  
1983-1988

P96000018759

ANNA CODE 898  
788-1881  
FAX 748-4848

*Fitzpatrick & Fitzpatrick, P.A.*

FILED

ATTORNEYS AT LAW  
813 NORTH APOPKA AVENUE  
INVERNESS, FLORIDA 34450-4800

96 FEB 27 PM 1:08

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

February 22, 1996

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

**CERTIFIED MAIL® P-600-125-998 RRR**

Re: Articles of Incorporation for:  
Reese-Gelston Associates, Inc.

Dear Sir/Madam:

I am enclosing herewith an original and a copy of the Articles of Incorporation for the above named corporation. In addition, a check in the amount of \$122.50 is enclosed which represents the following fees:

Filing Fee.....\$ 35.00  
Certified Copy.....\$ 52.50  
Registered Agent Fee.....\$ 35.00  
Total.....\$122.50

600001725036  
-02/27/96--01061--015  
\*\*\*\*122.50 \*\*\*\*122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned in the enclosed self-addressed stamped envelope provided for your convenience.

Your prompt attention to this matter would be appreciated.

Sincerely,

*James A. Neal, Jr.*  
James A. Neal, Jr.

JAN/eay  
enclosures  
xc: Casey Gelston

*Beth* GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT *Article 4*  
DATE *2-29-96*  
DOC. EXAM *HA*

2-29-96  
HA

**ARTICLES OF INCORPORATION  
OF  
RESE-GELSTON ASSOCIATES, INC.**

FILED  
96 FEB 27 PM 1:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby sets forth her intention to form a corporation under the laws of the State of Florida.

**Article 1. Name.**

The name of this corporation is **Reese-Gelston Associates, Inc.**

**Article 2. General Purpose.**

This corporation is organized for the purpose of transacting any and all lawful business for which a corporation may be incorporated under the laws of the State of Florida.

**Article 3. Capital Stock.**

This corporation is authorized to issue one thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

**Article 4. Registered Office and Agent.**

The street address of the principal place of business of this corporation is 1411 North Westshore Boulevard, Suite 110, Tampa FL 33607, and the name of the initial registered agent of this corporation is Casey Gelston, whose address is listed above.

**Article 5. Initial Board of Directors.**

This corporation shall have one director initially. The number of directors may be either increased or decreased from time to time in accordance with the provisions of the by laws, but shall never be less than one. The name of the initial director of this corporation is:

Casey Gelston  
909 North Conant Way  
Crystal River FL 34429

Article 6. Incorporator.

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

Casey Gelston  
909 North Conant Way  
Crystal River FL 34429

Article 7. By-Laws.

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and Shareholders of this corporation.

Article 8. Indemnification.

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the laws of the State of Florida.

Article 9. Amendments.

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders or Directors is subject to this reservation.

**Article 10. Pre-emptive 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 at pro-rata share thereof at the price of which it is offered to others.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22 day of February, 1996.

Casey R. Gelston  
Casey Gelston

STATE OF FLORIDA  
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 22 day of February, 1996, by Casey Gelston who is personally known to me / who has produced Florida Drivers License No. G433-110-52-842-0 as identification and who did / did not take an oath.

Elizabeth A. Yant  
Notary Public  
Notary Printed Name: Elizabeth A. Yant  
My Commission Expires:

OFFICIAL NOTARY SEAL  
ELIZABETH A. YANT  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC283349  
MY COMMISSION EXP. MAY 4, 1997

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

FILED  
96 FEB 27 PM  
TALLAHASSEE, FLA.

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Reese-Gelston Associates, Inc.

2. The name and address of the registered agent and office are as follows: Casey Gelston, 1411 North Westshore Boulevard, Suite 110, Tampa FL 33607.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

By: Casey R. Gelston  
Casey Gelston, Registered Agent

Date: 22 Feb 1996

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**BARNES WALKER  
CHARTERED  
ATTORNEYS AT LAW**

GARRETT T. BARNES  
ADRON H. WALKER

3119 MANATEE AVENUE WEST  
BRADENTON, FLORIDA 34805  
TELEPHONE: (941) 741-8884  
FACSIMILE: (941) 741-8885

OF COUNSEL:  
C. H. KETTER, JR.

April 7, 1997

Corporation Records Bureau  
Division of Corporations  
SECRETARY OF STATE  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Reese-Gelston Associates, Inc.

Gentlemen:

000002137500--1  
-04/09/97-0114--008  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Please find enclosed herewith the original and a copy of Articles of Amendment for the above-referenced corporation. Please file the Articles and return a file-stamped copy thereof to me by U. S. Mail.

We are enclosing herewith a check in the amount of \$35.00 to cover the filing fee.

If you have any questions regarding the contents of this letter or the enclosure, please feel free to call at any time.

Sincerely,

  
Adron H. Walker

AHW:pj  
Enclosures

  
NC  
ORC  
4/11


Q:Reese:1736000.10:96

ARTICLES OF AMENDMENT  
OF  
REESE-GELSTON ASSOCIATES, INC.

FILED  
97 APR -9 AM 11:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. Pursuant to Florida Statutes Sections 607.1003 and 607.1006, Article I of the Articles of Incorporation of the above-referenced Corporation is amended to change the name of this Corporation to J. J. REESE, INC., and the old corporate name shall be replaced with the new name throughout the Articles of Incorporation of this Corporation.
2. The foregoing amendment was adopted as of April 7, 1997, by written unanimous consent of all of the Directors and Shareholders entitled to vote on the amendment, in accordance with Florida Statutes Sections 607.011 and 607.0821.
3. The amendment does not provide for an exchange, reclassification, or cancellation of stock.
4. The Secretary of State is hereby requested to approve and file these Articles of Amendment in accordance with Chapter 607, Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment on April 7, 1997.

  
Janette J. Reese, President

**REESE-GELSTON ASSOCIATES, INC.  
SHAREHOLDERS AND DIRECTORS CONSENT TO ACTION**

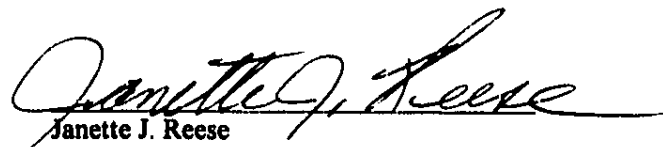
The undersigned, being the sole Director and Shareholder of Reese-Gelston Associates, Inc., a Florida corporation, does hereby unanimously consent to and approve the following written Consent to Action, which shall be treated for all purposes as resolutions, the second of which amends the Articles of Incorporation of the Corporation and the Bylaws of the Corporation, passed at special meetings of the Directors and Shareholders of the Corporation:

RESOLVED, that the name of the Corporation shall be changed to " J. J. Reese, Inc. ".

RESOLVED, that the Articles of Incorporation and Bylaws shall be revised to change the name of this corporation to "J. J. Reese, Inc." and the old corporate name shall be replaced with the new name throughout the Articles of Incorporation and Bylaws of this Corporation.

RESOLVED, that the Secretary of State be requested to approve and file the preceding resolution as an Article of Amendment in accordance with Chapter 607, Florida Statutes.

Dated: April 7, 1987

  
Janette J. Reese



P96000018759

**BARNES WALKER  
CHARTERED  
ATTORNEYS AT LAW**

GARRET T. BARNES  
ADRON H. WALKER

8119 MANATEE AVENUE WEST  
BRADENTON, FLORIDA 34205  
TELEPHONE: (941) 741-8884  
FACSIMILE: (941) 741-8885

OF COUNSEL  
G.J. KITEHARDEN

April 7, 1997

Corporation Records Bureau  
Division of Corporations  
SECRETARY OF STATE  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Reese-Gels, Jr. Associates, Inc.

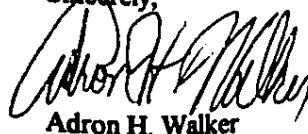
Gentlemen:

Please find enclosed herewith the original and a copy of Articles of Amendment for the above-referenced corporation. Please file the Articles and return a file-stamped copy thereof to me by U. S. Mail.

We are enclosing herewith a check in the amount of \$35.00 to cover the filing fee.

If you have any questions regarding the contents of this letter or the enclosure, please feel free to call at any time.

Sincerely,

  
Adron H. Walker

AHW:pj  
Enclosures

NC  
CRC  
4/11

G:\Reese\1734000.10-96

**ARTICLES OF AMENDMENT  
OF  
REESE-GELSTON ASSOCIATES, INC.**

**FILED**  
97 APR -9 AM 11:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. Pursuant to Florida Statutes Sections 607.1003 and 607.1006, Article I of the Articles of Incorporation of the above-referenced Corporation is amended to change the name of this Corporation to J. J. REESE, INC., and the old corporate name shall be replaced with the new name throughout the Articles of Incorporation of this Corporation.
2. The foregoing amendment was adopted as of April 7, 1997, by written unanimous consent of all of the Directors and Shareholders entitled to vote on the amendment, in accordance with Florida Statutes Sections 607.0704 and 607.0821.
3. The amendment does not provide for an exchange, reclassification, or cancellation of stock.
4. The Secretary of State is hereby requested to approve and file these Articles of Amendment in accordance with Chapter 607, Florida Statutes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment on

April 7, 1997.

  
Janette J. Reese, President

**REESE-GELSTON ASSOCIATES, INC.  
SHAREHOLDERS AND DIRECTORS CONSENT TO ACTION**

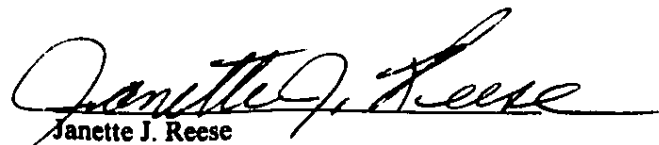
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**RESOLVED**, that the name of the Corporation shall be changed to " J. J. Reese, Inc. ".

**RESOLVED**, that the Articles of Incorporation and Bylaws shall be revised to change the name of this corporation to "J. J. Reese, Inc." and the old corporate name shall be replaced with the new name throughout the Articles of Incorporation and Bylaws of this Corporation.

**RESOLVED**, that the Secretary of State be requested to approve and file the preceding resolution as an Article of Amendment in accordance with Chapter 607, Florida Statutes.

Dated: April 7, 1997

  
Janette J. Reese