

OSP

P96000022071

RECEIVED
MAR 11 1996
OFFICE OF THE
CLERK OF THE
COURT

AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

80000178808
-03/11/96--01042--001
1680.00 *70.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. CEDAR GROVE TRI-STATE, INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
- Mail out Will wait Photocopy Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
MAR 11 AM 8:53
OFFICE OF THE
CLERK OF THE
COURT

3-12-96

Examiner's Initials uw

ARTICLES OF INCORPORATION
OF
CEDAR GROVE TRI-STATE, INC.

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **CEDAR GROVE TRI-STATE, INC.**, (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 5810 Blaze Avenue, Pensacola, Florida 32504-7013 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Elsie Janc
343 Almeria Avenue
Coral Gables, Florida 33134

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President:	Anthony J. Robinson
Vice-President:	Sharon R. Robinson
Secretary:	Sharon R. Robinson
Treasurer:	Anthony J. Robinson

whose addresses shall be the same as the principal office of the Corporation.



FILED
SECRETARY OF STATE
CORPORATION
95 MAR 11 AM 8:53

ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

Anthony J. Robinson
Sharon R. Robinson

whose addresses shall be the same as the principal office of the Corporation.

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8 - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.



8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Subchapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

ARTICLE 9 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 10 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE 11 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.



ARTICLE 12 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereof, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 13 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is AmeriLawyer® Chartered, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is AmeriLawyer® Chartered, 343 Almeria Avenue, Coral Gables, Florida 33134.

ARTICLE 14 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 15 - EFFECTIVE DATE

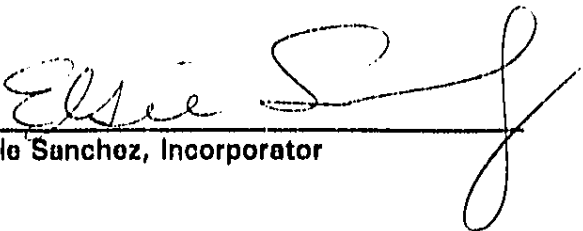
These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 16 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



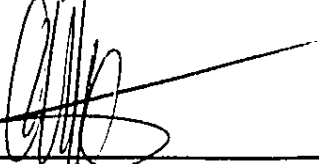
IN WITNESS WHEREOF, I have herunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 8 March 1996.


Elsie Sanchez, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

AmeriLawyer® Chartered, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

AmeriLawyer® Chartered


By: _____
Natalia Utrera, Vice President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 11 AM 8:53



P96000022071

Requestor's Name

Cedar Grove RI State - MIC

5810 Bkree Ave

Risacolety P 132504 2105

SECRETARY OF STATE
-107-252-005-1110493-1000
*****35.00 *****35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. P96000022071
2. P96000022071

3. _____
4. _____

- Walk in
- Mail out
- Pick up time _____
- Will wait
- Photocopy
- Certified Copy
- Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION

97 MAR -3 PM 1:01

MAR 3 1997

RA Chg.

789, ~~118~~, 1109, 671*

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 18, 1997

~~FLORIDA~~ CEDAR GROVE TRI-STATE INC.
5810 BLAZE AVENUE
PENSACOLA, FL 32504-7103

SUBJECT: CEDAR GROVE TRI-STATE, INC.
Ref. Number: P96000022071

RECEIVED
97 FEB -3 PM 8:23
DIVISION OF CORPORATIONS

We have received your document for CEDAR GROVE TRI-STATE, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$35.00.

The document must be an original. Therefore, we are enclosing another form.

If you have any questions concerning this matter, please either respond in writing or call (904) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 597A00008622

2/28/97

We paid the \$35 fee 10/96. We were granted 2
sixty day extensions for changes that needed
to be made on my application

Sharon Robinson
904 477-5670



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 26, 1996

CEDAR GROVE TRI-STATE, INC.
5810 Blaze Avenue
Pensacola, FL 32504-7103

SUBJECT: CEDAR GROVE TRI-STATE, INC.
Ref. Number: P96000022071

We have received your document for CEDAR GROVE TRI-STATE, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent designated must be an active Florida corporation or limited liability company or a foreign corporation or limited liability company authorized to transact business in Florida. Please correct the document accordingly.

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) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 296A00057277



FLORIDA DEPARTMENT OF STATE

Sandra B. Morthum

Secretary of State

October 30, 1996

**CEDAR GROVE TRI-STATE, INC.
5800 BLAZE AVENUE
PENSACOLA, FL 32504-7103**

**SUBJECT: CEDAR GROVE TRI-STATE, INC.
Ref. Number: P96000022071**

We have received your document for CEDAR GROVE TRI-STATE, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A corporation may not serve as its own registered agent. Please designate an individual, another active domestic corporation, or a foreign corporation authorized to transact business within this state, having a Florida street address identical with that of the registered office.

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) 487-6909.

**Velma Shepard
Corporate Specialist**

Letter Number: 596A00049957



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

October 8, 1996

**CEDAR GROVE TRI-STATE, INC.
5810 BLAZE AVENUE
PENSACOLA, FL 32504-7103**

**SUBJECT: CEDAR GROVE TRI-STATE, INC.
Ref. Number: P96000022071**

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

To change the registered agent or registered office, or both, the enclosed form should be completed and returned to this office with a filing fee of \$35.

If you have any questions concerning this matter, please either respond in writing or call (904) 487-6905.

**Thelma Lewis
Corporate Specialist Supervisor**

Letter Number: 696A00045845

Florida Department of State, Sandra B. Mortham, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: Cedar Grove TRI state inc.

2. The mailing address of the corporation is: 5910 Blaze Ave
Pensacola FL 32504-7103

3. Date of incorporation/qualification: March 11, 1996 Document number: P96000022071

4. The name and address of the current registered agent and office:
Ameri Lawyer
343 Almeria Ave
Coral Gables, FL 33134

5. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)
Earl L. Jones Sr
91 Hood Drive
Pensacola FL 32534

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAR -3 PM 1:01

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer authorized by the board.

Sharon R Robinson 2/25/97
(Signature of an officer, chairman or vice chairman of the board) (Date)

Sharon R Robinson vice president
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

[Signature]
(Signature of Registered Agent)

2/25/97
(Date)

If signing on behalf of an entity:

Earl L. Jones
(Typed or Printed Name)

(Capacity)