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FOURNIER, PRETSCHNER & REINICK, P. A.

ATTORNEYS AT LAW

SUITE 800

SOUTHBURY BANK PLAZA

1000 SECOND STREET

SAFAROTA, FLORIDA 32300

ROBERT M. FOURNIER
ROBERT M. PRETSCHNER
STEPHANIE A. REINICK

TELEPHONE
(941) 857-0000
FACSIMILE NO.
(941) 856-0000

March 7, 1996

Florida Department of State
Division of Corporations
P. O. Box 5327
Tallahassee, Florida 32314

600001738996
-03/11/96--01070--012
****122.50 ****122.50

Re: **GARIEPY and ASSOCIATES, INC.**

Gentlemen:

Enclosed are an original and duplicate original of the Articles of Incorporation for GARIEPY and ASSOCIATES, INC., a Florida corporation. Please file these Articles of Incorporation and return a Certified Copy to our office.

Also enclosed is our check in the amount of \$122.50, constituting the filing fee and certified copy charge.

Please do not hesitate to contact this office should you have any questions.

Very truly yours,

Robert M. Pretschner

/sar

Enclosures

LSN MAR 13 1996

W96-5531

RECEIVED
MAR 26 PM 1:59
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Morthum
Secretary of State

March 13, 1996

**ROBERT M. PRETSCHNER
STE. 803, SOUTHTRUST BANK PLAZA
1800 2ND ST.
SARASOTA, FL 34236**

**SUBJECT: GARIEPY AND ASSOCIATES, INC.
Ref. Number: W96000005531**

We have received your document for GARIEPY AND ASSOCIATES, 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):

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) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 796A00011261

FOURNIER, PRETSCHNER & REINICKE, P. A.

ATTORNEYS AT LAW

SUITE 800

SOUTHERN BANK PLAZA

1100 SECOND STREET

SAFAROTA, FLORIDA 32080

**ROBERT M. FOURNIER
ROBERT M. PRETSCHNER
STEPHANIE A. REINICKE**

**TELEPHONE
(941) 967-0000
FACSIMILE NO.
(941) 006-0400**

March 20, 1996

**Florida Department of State
Division of Corporations
P.O. Box 5327
Tallahassee, FL 32314
Attention: Sandy Ng/Document Specialist**

**Re: GARIBPY and ASSOCIATES, INC.
Ref. Number: W9000005531**

Dear Ms. Ng:

Enclosed please find the articles of incorporation for the referenced company.

The documents were returned to my office because the registered agent failed to sign the acceptance.

Should you require anything further please contact the undersigned.

Sincerely yours,

Robert M. Pretschner

**/rmp
enclosure**

ARTICLES OF INCORPORATION
OF

GARIEPY and ASSOCIATES, INC.
A Florida Corporation

Article I
NAME

The name of this Corporation is GARIEPY and ASSOCIATES, 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.

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TALLAHASSEE, FLORIDA

- (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:

1485 Gulf of Mexico Drive #404A
Longboat Key, FL 34228

and the mailing address shall be:

1485 Gulf of Mexico Drive #404A
Longboat Key, FL 34228

ARTICLE VI

Capital Stock

This Corporation is authorized to issue One Thousand (1000) 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 his successors are duly elected and qualified is:

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

ARTICLE IX
Subscriber

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

<u>NAME</u>	<u>ADDRESS</u>
Jean Gariepy	1485 Gulf of Mexico Drive #404 Longboat Key, FL 34228

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 8 day of March, 1996.

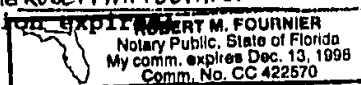
STATE OF FLORIDA)
COUNTY OF SARASOTA)


JEAN GARIEPY

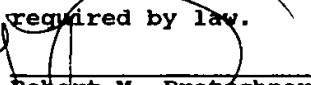
The foregoing instrument was acknowledged before me this 8th day of March, 1996, by JEAN GARIEPY, who is personally known to me or who produced personally known as identification.


Notary Public Signature
Printed Name Robert M. Fournier
My commission expires

ACCEPTANCE OF REGISTERED AGENT


ROBERT M. FOURNIER
Notary Public, State of Florida
My comm. expires Dec. 13, 1998
Comm. No. CC 422570

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

FILED
MAR 26 PM 2:00
TALLAHASSEE FLORIDA