



THE COMPANY CORPORATION

Three Christina Centre • 201 N. Walnut Street • Wilmington, Delaware 19801 • Telephone: (302) 575-0440 • Fax: (302) 575-1446

P96000043396

April 26, 1996

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Bruce Gregory Inc.
P3465208BGRRE

500001823035
-05/15/96--01104--008
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed please find Articles of Incorporation (and related documents, if appropriate) and our check in the amount of \$70.00 for Bruce Gregory Inc.

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact me directly at 1-302-575-0440, ext.7003, with questions regarding the enclosed application.

Sincerely,

Dawn M. Showell

Dawn Showell
Corporate Service Representative

enc.

FILED
96 MAY 15 PM 4:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LFT

5-21-96

ARTICLES OF INCORPORATION
OF
Bruce Gregory Inc.

FILED
98 MAY 15 PM 4:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

FIRST: The name of the corporation shall be Bruce Gregory Inc.

SECOND: The address of the initial registered office of the corporation is 200 - A John Knox Road, Tallahassee FL 32303-6643, County of Leon. The name of the registered agent located at said address is Larry Wolfe.

THIRD: The principal address of the corporation is 8817 Bass Lake Dr., New Port Richey, FL 34652.

FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

FIFTH: The total authorized stock of this corporation is divided into 100 share at no par value.

SIXTH: The number of directors constituting the initial board of directors is one, and the name(s) and address(es) who will serve as director(s) until the first annual meeting of shareholders or until their successors are as follows:

Bruce Gregory 8817 Bass Lake Dr., New Port Richey, FL 34652.

SEVENTH: The duration of the corporation is perpetual.

EIGHT: This is a Close Corporation.

NINTH: The name(s) and address(es) of the person(s) who are to act as incorporator(s) are as follows:

Dawn M. Showell c/o The Company Corporation
Three Christina Centre, 201 N. Walnut St., Wilmington DE 19801

We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 30th day of April, 1996.

Dawn M. Showell

State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 30th day of April, 1996 by Dawn M. Showell.

SUSAN M. GRIFFIN
NOTARY PUBLIC-DELAWARE
Appointed October 6, 1994
Term 2 Years

Susan M. Griffin
Notary Public


This document was prepared by Dawn M. Showell, Three Christina Centre, 201 N. Walnut Street, Wilmington DE 19801 (302) 575-0440

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICLE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON PROCESS
MAY BE SERVED.**

In compliance with Section 607.1507, Florida Statutes, the following is submitted:

First, this Bruce Gregory, Inc. desiring to
organize under the laws of the state of Florida with its principal place of business located in
the city of New Port Richey, State of Florida, has named Larry Wolfe
located at 200 - A John Knox Road, Tallahassee FL 32303-6643 as its agent for service of
process within Florida.

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.


Larry Wolfe

Date

4/30/96

FILED
96 MAY 15 PM 4:34
TALLAHASSEE, FLORIDA

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WALLER & MITCHELL
ATTORNEYS AT LAW

312 MAIN STREET
NEW PORT RICHEY, FLORIDA 34652
TELEPHONE (813) 847-2288
FAX (813) 848-4181
(800) 304-2288

ROLAND D. WALLER
Board Certified Real Estate Lawyer
THOMAS W. MITCHELL, JR.

September 12, 1996

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee FL 32301

100001354931
-09/24/96--01124--0007
*****35.00 *****35.00

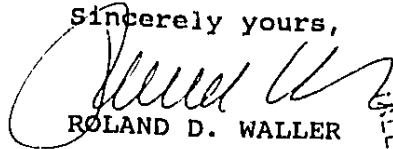
Attention: Amendments Section

Re: Bruce Gregory Inc.
My File No. 11997.01

Gentlemen:

Enclosed is an original and one copy of a Change of Registered Agent form for the above referenced corporation, as well as my check in the amount of \$35. I would appreciate your acknowledging receipt of this form by stamping the date and time you received same on the copy of the form and returning it to me.

Sincerely yours,


ROLAND D. WALLER

RDW/cf
Enclosures
cc: Bruce Gregory Inc.

FILED
66 SEP 23 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Chambers
&
RA

09-26-96
DC

CHANGE OF REGISTERED OFFICE AND/OR REGISTERED AGENT

NAME OF CORPORATION: BRUCE GREGORY INC.

PRESENT REGISTERED OFFICE: 200-A John Knox Road
Tallahassee FL 32303

NEW REGISTERED OFFICE: 8817 Bass Lake Drive
New Port Richey FL 34654

PRESENT REGISTERED AGENT: Larry Wolfe

NEW REGISTERED AGENT: Bruce Gregory

I hereby certify that the street address of the registered office and the street address of the business office of the registered agent of the above corporation are identical.

I further certify that the above change of registered office and/or registered agent has been authorized by resolution duly adopted by the Board of Directors of Bruce Gregory Inc.

DATED: 9/1/76

BRUCE GREGORY INC.

By: [Signature]
Bruce Gregory, President

ACKNOWLEDGMENT AND ACCEPTANCE

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated above, I hereby accept such appointment and agree to act in such capacity. I agree to comply with the provisions of the sections of the Florida Statutes relative to keeping open the registered office.

[Signature]
Bruce Gregory
Registered Agent