

**Frank D. Klein, P.A.**

Attorney and Counselor at Law

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June 24, 1996

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Florida Department of State  
Division of Corporations  
The Capitol  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Gauthier, Inc.

Ladies and Gentlemen:

Enclosed please find an original and one (1) signed copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is a check in the amount of \$122.50 for the filing and certified copy fees.

Please process the enclosed at your earliest convenience and return the certified copy of the Articles of Incorporation to my office in the enclosed envelope.

Do not hesitate to contact my office if you have any questions concerning this matter.

Sincerely,



FRANK D. KLEIN, ESQ.

FDK/spk

Enclosures

cc: Ruth Gauthier

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D. BROWN JUL 1 1996

**ARTICLES OF INCORPORATION  
OF  
GAUTHIER, INC.**

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

**ARTICLE I  
NAME AND ADDRESS**

The name of the corporation ("Corporation") is GAUTHIER, INC. The mailing address of the corporation is: 6936 Mesa Verde St., Port Richey, Florida 34668. The address of the corporation's principal office is 6936 Mesa Verde St., Port Richey, Florida 34668.

**ARTICLE II  
DURATION**

The corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

**ARTICLE III  
GENERAL PURPOSE**

The purpose for which the Corporation is organized is to transact all lawful business for which Corporations may be organized under the Florida Business Corporation Act (F.S.A. Chapter 607).

**ARTICLE IV  
CAPITAL STOCK AND PREEMPTIVE RIGHTS**

The capital stock authorized and the par value thereof, shall be as follows:

Number of Shares <u>Authorized</u>	Par Value <u>Per Share</u>
7,500	\$1.00

All of said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation. The payment thereof does not have to be at the time of issuance, provided that such shares are subject to calls thereon until the whole consideration thereof shall have been paid. No shareholder shall have the preemptive rights, unless the stockholders otherwise agree.

**ARTICLE V  
REGISTERED OFFICE AND AGENT**

The initial street address of the Corporation's registered office is 6936 Mesa Verde St., Port Richey, FL 34668. The initial registered agent for the Corporation at that address is Ada Ruth Gauthier.

**ARTICLE VI  
INITIAL BOARD OF DIRECTORS**

The number of Directors constituting the initial Board of Directors of the Corporation shall be three (3), and the names and addresses of the persons sworn to serve as Directors until the first annual meeting of shareholders or until their successors are elected and are qualified are:

Name	Address
Ada Ruth Gauthier	6936 Mesa Verde St., Port Richey, FL 34668
John R. Gauthier	6936 Mesa Verde St., Port Richey, FL 34668
Catherine Gauthier Misch	5730 Thrush Dr., Holiday, FL 34691

**ARTICLE VII  
INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation are:

Name	Address
Ada Ruth Gauthier	6936 Mesa Verde St., Port Richey, FL 34668

**ARTICLE VIII  
BY-LAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders, but the shareholders may provide in any bylaws made by them that such bylaws shall not be altered, amended or repealed by the Board of Directors.

**ARTICLE IX  
APPLICABLE LAWS**

The Corporation shall operate as a business under Chapter 607 of the Florida Statutes.

**ARTICLE X  
CONFLICT OF INTEREST**

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any Director individually, or any corporation of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he/she or such corporation who is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation who is also a director or an officer of such other corporation or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

**ARTICLE XI  
CORPORATE AND STOCKHOLDER DEBT**

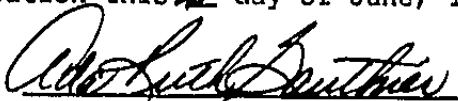
The private property of the stockholders shall not be subject to payment of the corporate debts in any extent whatever. The Corporation shall have a first lien on the shares of its

stockholders and upon the dividends due them for any indebtedness of such stockholders to the Corporation.

**ARTICLE XII  
INDEMNIFICATION**

The Corporation shall indemnify and insure its officers and Directors, and any former officers and directors, to the fullest extent permitted by law, either now or hereafter.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 20<sup>th</sup> day of June, 1996.

  
Name: ADA RUTH GAUTHIER

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND STREET ADDRESS FOR SERVICE OF PROCESS  
WITHIN FLORIDA**

FILED  
27 JUN 1996  
TALLAHASSEE, FLORIDA

Pursuant to Fla. Stat. Section 48.091, GAUTHIER, INC., desiring to organize under the laws of the State of Florida hereby designates ADA RUTH GAUTHIER, 6936 Mesa Verde St., Port Richey, Florida 34668, as its registered agent to accept service of process within the State of Florida.

**ACCEPTANCE OF DESIGNATION**

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. Section 48.091(2) relative maintaining an office for the service of process.

  
Name: ADA RUTH GAUTHIER

Date: June 20, 1996