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PROFESSIONAL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. :

072100000032

DIVISION OF CORPORATION

REFERENCE :

069561

81305A

AUTHORIZATION :

Patricia Pyzdek

COST LIMIT :

\$ 122.50

ORDER DATE : August 29, 1996

ORDER TIME : 11:11 AM

ORDER NO. : 069561

600001936186

CUSTOMER NO:

81305A

CUSTOMER:

Ms. Roseanne Thompson

E. STEVEN LAUER, ESQUIRE

612 Beachland Boulevard

Vero Beach, FL 32963

DOMESTIC FILING

NAME:

AGGRA, INC.

EFFECTIVE DATE:

XX

ARTICLES OF INCORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX

CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 AUG 29 AM 9:41

CP  
8/30/96

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 AUG 29 AM 9:41

ARTICLES OF INCORPORATION  
OF  
AGGRA, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

AGGRA, INC.

The address of the principal office of this corporation shall be 5101 North Highway A1A, Suite 301, Vero Beach, Florida 32963, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Dennis M. Smith Dir.	5101 North Highway A1A, Suite 301 Vero Beach, Florida 32963
Steven L. Smith Dir.	Same

ARTICLE VII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Dennis M. Smith  
Pres.

5101 North Highway A1A, Suite 301  
Vero Beach, Florida 32963

Steven L. Smith  
Sec./Treas.

Same

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on August 29, 1996.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper  
It's Agent, Deborah D. Skipper

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 AUG 29 AM 9:41

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper  
It's Agent, Deborah D. Skipper

ACG/mke

P96000072280

Law Offices  
**E. Steven Lauer**  
Professional Association  
612 Beachland Boulevard  
Vero Beach, Florida 32963  
(561) 234-4200

E. Steven Lauer  
Certified Wills, Trusts,  
and Estates Specialist  
Certified Tax Specialist

FILED  
96 OCT -7 AM 11:16  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Mailing Address:  
P.O. Box 5343  
Vero Beach, FL 32964  
Fax: (888) 234-4840

October 2, 1996

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

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\*\*\*\*\*35.00 \*\*\*\*\*35.00

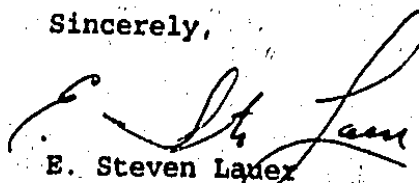
RE: Aggra, Inc.

Ladies & Gentlemen:

Enclosed for filing is a Statement of Change of Registered Office and Registered Agent for the above referenced Corporation. Also enclosed is a check in the amount of \$35 payable to "Florida Dept. of State, Div. of Corporations". Please process this change and forward acknowledgement at your earliest convenience.

Thank you for your attention to this matter. If you need any further information or documentation, please do not hesitate to contact me.

Sincerely,

  
E. Steven Lauer

ESL:rt  
Enclosures

cc Corporation Service Company  
Joemax Smith

RA Chg.

VS OCT 15 1996

Charter No. R96000072280  
Date Filed: August 29, 1996

**STATEMENT OF CHANGE OF REGISTERED OFFICE  
AND REGISTERED AGENT**

Pursuant to the provisions of Sections 607.0501 and 607.0502, or 607.1508, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office and registered agent in the State of Florida.

1. The name of the corporation is:  
**AGGRA, INC.**
2. The name and address of its present registered agent  
**CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, Florida 32301**
3. The name and street address to which its registered agent is to be changed is:  
**Joemax Smith  
5101 North Highway 1A1A, Suite 301  
Vero Beach, Florida 32963**
4. The street address of its registered office and the street address of the business office of its registered agent, as changed, are identical.
5. Such change was authorized by resolution duly adopted by its board of directors or by an officer of the corporation so authorized by the board of directors.

**AGGRA, INC.**

Date: August 29, 1996

By: \_\_\_\_\_

**Dennis M. Smith, President**

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 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 UNDER SECTION 607.0505, FLORIDA STATUTES.

**Joemax Smith, Agent**

Date: August 29, 1996

**FILING FEE \$35**

**FILED**  
96 OCT -7 AM 11:16  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA