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97 FEB -5 PM 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : February 5, 1997
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ORDER NO. : 249329-005
CUSTOMER NO: 5801A

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CUSTOMER: Mary Vlasak-snell, Esq
PAVESE GARNER HAVERFIELD
DALTON HARRISON & JENSEN
1833 Hendry Street
Fort Myers, FL 33901-3095

DOMESTIC FILING

NAME: DESIGN RESTORATION SERVICES.
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: James Guy

EXAMINER'S INITIALS:

RECEIVED
97 FEB -5 PM 12:08
DIVISION OF CORPORATION

KL
2.5-97

**ARTICLES OF INCORPORATION
OF
DESIGN RESTORATION SERVICES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the laws of the State of Florida, Florida Statutes, Chapter 607, and hereby set forth and declare:

CHARTER

Article I

The name of the corporation shall be DESIGN RESTORATION SERVICES, INC..

Article II

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

Article III

The aggregate number of shares which the corporation shall have authority to issue shall be 10,000 shares of common stock, which shall be nonassessable and held, sold, and paid for at such time and in such manner as the Board of Directors may from time to time determine. The shares of the Corporation shall not be divided into classes and the Corporation is not authorized to issue shares in series.

Article IV

The corporation shall commence business on filing with the Secretary of State and it shall be perpetual until dissolved as provided by law.

Article V

The principal place for the transaction of its business shall be 5929-1 Youngquist Road., City of Fort Myers, County of Lee, in the State of Florida. That said corporation shall have the right and authority to do business at such other place or places within or without the State of Florida as the corporation may, by resolution, designate.

Article VI

The corporation shall have a Board of Directors of not less than one (1) director, which number may be increased or decreased from time to time. The number of directors shall be established by the Shareholders at their annual meeting or any special meeting called for such purpose, unless the number is fixed by the Bylaws.

Article VII

The officers by whom the business of said corporation shall be conducted shall be a President, who shall be a Director, a Vice-President, a Secretary and a Treasurer and such other officers, agents and factors shall be chosen in such manner, hold their office for such term and have such powers and duties as may be prescribed

by the Bylaws or determined by the Board of Directors. The names and post office addresses of the officers and first Board of Directors who shall conduct the business of the corporation until the successors are elected and qualified following the first meeting of shareholders shall be:

HARRY C. PEPPER, III
17220 Trappers Drive
Fort Myers, Florida 33912

President/Director

JOHN ROBERT DROUD
7381 Ramblers Strand
Fort Myers, Florida 33912

Vice-President/Director

SHEILA S. PEPPER
17220 Trappers Drive
Fort Myers, Florida 33912

Secretary/Treasurer/Director

Article VIII

The names and post office address of the incorporator and initial subscriber of this corporation, with the number of shares subscribed for, are as follows:

HARRY C. PEPPER, III
17220 Trappers Drive
Fort Myers, Florida 33912

100 Shares

Article IX

The amount of indebtedness or liability to which the corporation at any time may subject itself shall be unlimited.

Article X

The street address of the initial registered office of this corporation is 5929-1 Youngquist Road, Fort Myers, Florida, 33912, and the name of the initial registered agent of this corporation at that address is Harry C. Pepper, III.

Article XI

This corporation elects to have preemptive rights. Each shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article XII

The initial Bylaws of this corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time by either the shareholders or the directors. The shareholders may amend, alter, or repeal any Bylaw adopted by the directors. The directors may not alter, amend or repeal any Bylaw adopted by the shareholders, nor may the directors adopt Bylaws which would be in conflict with the Bylaws adopted by the shareholders.

Article XIII

Any subscriber or shareholder present at any meeting, either in person, or by proxy, and any directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

Article XIV

Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all cost and expense reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a director or officer of the corporation, said expense to include attorney's fees and the cost of reasonable settlement made with a view to curtailment of cost of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit, or proceeding to have been derelict in the performance of his duty as such officer or director. Such right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of law; and the foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of any such director or officer.

Article XV

A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation either as a vendor, Purchaser, or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer or any firm of which any director or officer is a member or any corporation of which any director or officer is a shareholder, officer, or director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified, or approved either (a) by a vote of a majority of a quorum of the Board of Directors, without counting in such majority or quorum any director so interested or member of a firm so interested, or a shareholder, officer, or director of a corporation so interested, or (b) by the written consent, or by the vote of any shareholders meeting of the holders of record, of a majority of all the outstanding shares of stock in the corporation entitled to vote, nor shall any director or officer be liable to account to the corporation for any profits realized by or from or through any such transaction or contract authorized, ratified, or approved as herein provided by reason of the fact that he, or any firm of which he is a member or any corporation of which he is a shareholder, officer, or director, was interested in such transaction or contract. Nothing herein contained shall create liability

in the events above described or prevent the authorized approval of such contracts in any other manner permitted by law.

IN WITNESS WHEREOF, I, HARRY C. PEPPER, III, the undersigned being the incorporator and initial subscriber to the capital stock hereinbefore mentioned for the purpose of forming a corporation under the laws of the State of Florida makes, subscribes, acknowledges and files the foregoing Articles of Incorporation, hereby certifying that the facts therein stated are true, and hereby agrees to take the number of shares of stock hereinbefore set forth at the consideration stated, and accordingly set my hand and seal at Fort Myers, Florida, this 4th day of February, 1997.



HARRY C. PEPPER, III

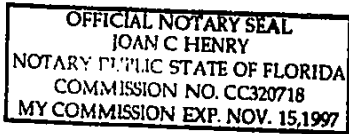
STATE OF FLORIDA

COUNTY OF LEE

The foregoing instrument was acknowledged before me this 4th day of February 1997, by HARRY C. PEPPER, who is personally known to me or who has produced J. Brines as identification and who did (did not) take an oath.

(Notary Seal)

Joan C. Henry
Signature of Notary Public



JOAN C. HENRY
(Print, type or stamp commissioned name of Notary Public)

Commission No: CC 320718

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance, with said Act:

First--That DESIGN RESTORATION SERVICES, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Fort Myers, County of Lee, State of Florida, has named HARRY C. PEPPER, III, located at 5929-1 Youngquist Road, City of Fort Myers, County of Lee, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENTS:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY: 

Harry C. Pepper, III, Registered Agent

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