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ACCOUNT NO. : 072100000032

REFERENCE : 329925 8938A

AUTHORIZATION :

*Patricia Pujols*

COST LIMIT : \$ 122.50

ORDER DATE : April 14, 1997

ORDER TIME : 4:22 PM

ORDER NO. : 329925-005

000002143350- 3

CUSTOMER NO: 8938A

CUSTOMER: Ms. Cindy L. Ammirati  
ROBERT L. SHEAR, ESQ

Suite 230  
2600 McCormick Drive  
Clearwater, FL 34619

DOMESTIC FILING

NAME: GILBERT-PLETCHER, 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: CHARLIE EARNEST

EXAMINER'S INITIALS:

FILED  
97 APR 15 AM 9:51  
TALLAHASSEE, FLORIDA

RECEIVED  
97 APR 15 AM 9:50  
TALLAHASSEE, FLORIDA

SN APR 15 1997

ARTICLES OF INCORPORATION  
OF  
GILBERT-PLETCHER, INC.

FILED  
97 APR 15 AM 9:51  
STATE OF FLORIDA

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:

GILBERT-PLETCHER, INC.

The address of the principal office of this corporation shall be 2600 McCormick Drive, Suite 230, Clearwater, Florida 34619, 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 100,000 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 Suite 2600 McCormick Drive, Suite 230, Clearwater, Florida 34619, and the name of the initial registered agent of the corporation at that address is Robert L. Shear.

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:

Charles F. Pletcher Dir.	2600 McCormick Drive, Suite 230 Clearwater, Florida 34619
Steven T. Gilbert 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:

Charles F. Pletcher Pres.	2600 McCormick Drive, Suite 230 Clearwater, Florida 34619
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Steven T. Gilbert Sec./Treas.	Same
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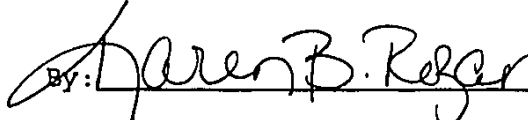
ARTICLE VIII. INCORPORATOR

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 April 14, 1997.

CORPORATION SERVICE COMPANY

By:   
Its Agent, Karen B. Rozar

HBD/wce

ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN THE ARTICLES OF INCORPORATION

ROBERT L. SHEAR, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

\_\_\_\_\_ is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

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

Typed name: ROBERT L. SHEAR

FILE  
97 MAR 15 AM 9:51  
TALLAHASSEE, FLORIDA