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JOHN P. PAGE

ATTORNEY AT LAW

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June 4, 1997

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION  
97 JUN -5 AM 10:35

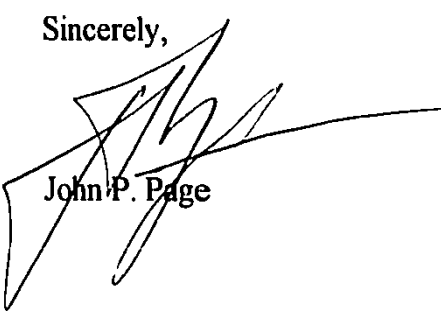
RE: Michaels and Reynolds, Inc.

Gentlemen:

We enclose the original and one copy of the Articles of Incorporation, together with our check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Sincerely,

  
John P. Page

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**Articles Of Incorporation  
Of  
Michaels and Reynolds, Inc.**

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**Article I - Name**

The name of this corporation is **Michaels and Reynolds, Inc.**

**Article II - Effective Date and Duration**

This corporation shall begin existence as of the date of filing with the Secretary of State and continue perpetually unless dissolved.

**Article III - Purpose**

This corporation is organized for the purpose of transacting any and lawful business.

**Article IV - Common Stock**

This corporation is authorized to issue One Thousand (1,000) shares of common stock with a par value of One Dollar (\$1.00).

**Article V - Authority**

This corporation has the authority to conduct any and all lawful business which can be legally conducted by any corporation

**Article VI - Dividends**

This corporation shall pay dividends upon the terms and conditions specified by the Board of Directors from time to time.

**Article VII - Incorporator**

The name of and address of the incorporator of this corporation is as follows:

William Reynolds, 8270 NW 66th Terrace, Tamarac, FL 33321

### **Article VIII - Officers and Directors**

The following person hereby holds the offices indicated, subscribes to the number of shares indicated, and resides at the address listed:

<b>Name</b>	<b>Number of Shares</b>	<b>Office</b>
William Reynolds 8270 NW 66th Terrace Tamarac, FL 33321	100	President Secretary

Directors shall hold office for a period of one (1) year and shall be elected at each shareholder's meeting. There shall be One (1) director initially.

### **Article IX - Powers of Directors**

In furtherance and not in limitation of the powers conferred by Statute, the Board of Directors is expressly authorized to make and alter the By-Laws of this corporation to fix the amount to be reserved as working capital over and above its capital stock paid in, and to authorize and cause to be executed mortgages and liens upon real and personal property belonging to this corporation. The Board of Directors shall also have the authority to hire and fire all employees of the corporation and to fix their compensation, unless these responsibilities are delegated to an officer.

### **Article X - Principal Place of Business**

The principal place of business of this corporation shall be 8270 NW 66th Terrace Tamarac, FL 33321. The Board of Directors may from time to time move the place of business of this corporation.

### **Article XI - Registered Agent**

The Registered Agent for service of process of this corporation, who shall serve until removed by the Board of Directors, is William Reynolds, 8270 NW 66th Terrace, Tamarac, FL 33321

### **Article XII - Private Property of Shareholders**

The private property of the shareholders shall not be subject to the payment of any corporate debts to any extent whatsoever.

### **Article XIII - Excess Salary**

In the event that the Internal Revenue Service determines that a portion of the salary paid by this corporation to any of its employees, including its officers and directors, is excessive under the law as it exists at that time, and will not allow the corporation to deduct said portion of salary from

its earnings as an operating expense, said portion of salary deemed to be excessive shall be automatically repaid to the corporation.

#### **Article XIV - Excess Business Expense**

In the event that the Internal Revenue Service determines that any business expense of the corporation is invalid or excessive under the law as it exists at that time, and will not allow the corporation to deduct a portion of said business expense, said portion of the business expense deemed to be excessive shall be automatically repaid to the corporation.

#### **Article XV - Amendments**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**IN WITNESS WHEREOF**, the undersigned, being the original subscriber to the shares of capital stock hereinabove described, for the purpose of forming a corporation to do business under the laws of the State of Florida, does hereby make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and does agree to take the number of shares as hereinabove set forth, and hereunto has set his hand and seal this day, June 4, 1997.

  
\_\_\_\_\_  
William Reynolds

**STATE OF FLORIDA  
COUNTY OF PALM BEACH**

**I HEREBY CERTIFY** that on this day before me, an officer duly qualified to take acknowledgments, personally appeared William Reynolds, to me known personally to be the person described in, or who produced \_\_\_\_\_ as identification, and who executed the foregoing instrument, and who did not take an oath, and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this day: June 4, 1997

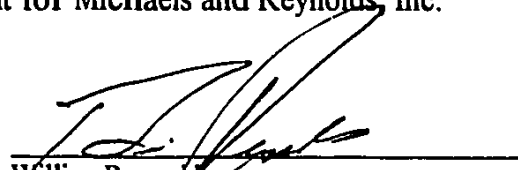


JOHN P PAGE  
My Commission CC551870  
Expires May, 01, 2000

  
\_\_\_\_\_  
John P. Page  
Notary Public

**Acceptance**

I, William Reynolds, 8270 NW 66th Terrace, Tamarac, FL 33321, do hereby  
accept the appointment of Registered Agent for Michaels and Reynolds, Inc.

  
\_\_\_\_\_  
William Reynolds  
Registered Agent

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