

D97000053682
CRARY, BUCHANAN, BOWDISH, BOVIE, LORD, ROBY & EVANS
CHARTERED

ATTORNEYS AT LAW

EVANS CRARY (1905-1968)
EVANS CRARY, JR.
WILLIAM F. CRARY
LARRY E. BUCHANAN
JAMES L. S. BOWDISH †
GEORGE F. BOVIE, III
LAWRENCE EVANS CRARY III
WILLIAM F. CRARY II
ROBERT L. LORD, JR. §
WILLIAM L. ROBY O
M. LEVERING EVANS
R. MICHAEL CRARY
LEIGH A. WILLIAMS

REPLY TO:

STUART

STEVEN D. BIERES *
JOSEPH NEGRON, JR.
JEFFREY F. THOMAS =
CHARLES K. WILLOUGHBY

* BOARD CERTIFIED IN WILLA
TRUSTS & ESTATES LAW
= BOARD CERTIFIED IN
FAMILY & MARITAL LAW
† BOARD CERTIFIED
CIVIL TRIAL LAWYER
§ BOARD CERTIFIED IN
HEALTH LAW
O BOARD CERTIFIED IN
BUSINESS LITIGATION

June 10, 1997

Secretary of State
Division of Corporations
409 East Gaines Street
Post Office Box 6327
Tallahassee, Florida 32301

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-06/17/97--01044--001
*****122.50 *****122.50

RE: Dickens-Reed, Inc.
File NO. 14944.0

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation for the above-captioned corporation. Also enclosed is our firm's check in the amount of \$122.50 which covers the following:

Filing Fee	\$ 35.00
Resident Agent	\$ 35.00
Certified Copy	<u>\$ 52.50</u>
Total	\$122.50

After this corporation has been approved and filed by your office, we would appreciate it if you would forward us a certified copy of the Articles. The Certificate of Registered Agent is also enclosed. Thank you in advance for your consideration in this matter.

Sincerely,

Leigh A. Williams

LAW/vm
Enclosures (as stated)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 17 AM 9:43

**ARTICLES OF INCORPORATION
OF
DICKENS-REED, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 17 AM 9:43

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE 1
NAME**

The name of the corporation shall be: **DICKENS-REED, INC.**

**ARTICLE 2
ADDRESS OF PRINCIPAL OFFICE OF CORPORATION**

The principal office of the corporation shall be located at: 140 W. Fifth Avenue, Mt. Dora, FL 32757. The mailing address of the corporation shall be: 140 W. Fifth Avenue, Mt. Dora, FL 32757.

**ARTICLE 3
TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE 4
PURPOSE**

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE 5
CAPITAL STOCK**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is One Thousand (1000) shares of common stock having a nominal or par value of One and no/100 Dollars (\$1.00).

**ARTICLE 6
REGISTERED AGENT**

The corporation's initial registered office and initial registered agent at that address shall be:

Barry Blake	140 W. Fifth Avenue Mt. Dora, FL 32757
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**ARTICLE 7
DIRECTORS**

The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than two (2). The names and street addresses of the members of the first Board of Directors who shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified are as follows:

Barry Blake	140 W. Fifth Avenue Mt. Dora, FL 32757
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Ruth Blake	140 W. Fifth Avenue Mt. Dora, FL 32757
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**ARTICLE 8
INCORPORATORS**

The name and street address of the incorporator of these Articles of Incorporation is as follows:

Ruth Blake	140 W. Fifth Avenue Mt. Dora, FL 32757
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**ARTICLE 9
PREEMPTIVE RIGHTS**

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

**ARTICLE 10
INDEMNIFICATION**

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

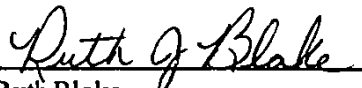
**ARTICLE 11
AMENDMENT**

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

**ARTICLE 12
MISCELLANEOUS**

Stockholders and directors meetings may be held within or without the State of Florida.

The undersigned incorporator has executed these Articles of Incorporation this 1 day of July, 1997.


Ruth Blake

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 17 AM 9:43

Pursuant to the provisions of sections 607.0501, Florida Statutes (1993), the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

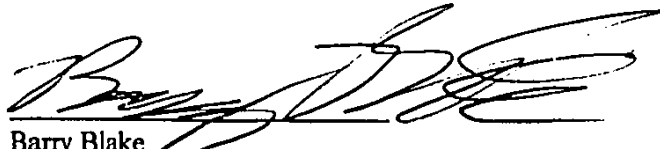
The name of the corporation is DICKENS-REED, INC.

The name and address of the initial registered agent and office is:

Barry Blake

140 W. Fifth Avenue
Mt. Dora, FL 32757

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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


Barry Blake
Registered Agent