

P97000085967

OGLESBY PHILLIPS

September 22, 1997

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

700002303027--6
-09/25/97--01038--007
*****78.75 *****78.75

SUBJECT: OGLESBY/PHILLIPS, Inc.

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$78.75, filing fee & Certificate.

FROM:

Oglesby/Phillip Inc.

Alisa L. Oglesby & Kurt A. Phillips

12656 NW 14th St.

Sunrise, FL 33323

FILED
97 OCT - 6 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W97-22117
9/26/97-TM

12656 NW 14TH STREET • SUNRISE, FL • 33323
PHONE: (954)846-2092 • FAX: (954)846-7728

TM-10/6/97 OK



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 26, 1997

ALISA L. OGLESBY
OGLESBY/PHILLIPS INC.
12656 NW 14TH ST
SUNRISE, FL 33323

SUBJECT: OGLESBY/PHILLIPS, INC.
Ref. Number: W97000022117

We have received your document for OGLESBY/PHILLIPS, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6926.

Tracy Meyer
Document Specialist

Letter Number: 897A00047825

OGLESBY / PHILLIPS

October 2, 1997

Tracy Meyer
Document Specialist
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314


SUBJECT: OGLESBY/PHILLIPS, INC.
REF NUMBER: W97000022117

Dear Ms Meyer :

Pursuant to your letter dated September 26, 1997, I have made the requested corrections and therefore I am returning the documents for processing.

Thanks for your prompt attention in this matter.

Sincerely,



Alisa L. Oglesby

ARTICLES OF INCORPORATION
of
OGLESBY/PHILLIPS, INC.

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Delaware, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of this corporation is OGLESBY/PHILLIPS, INC.

ARTICLE II
INITIAL PRINCIPAL OFFICE

The mailing address of the corporation's initial principal office is:

12656 NW 14th Street
Sunrise, FL 33323

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TALLAHASSEE, FLORIDA

ARTICLE III
SHARES

The total number of shares which the corporation shall have authority to issue is 1,000 shares of no par value stock.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Alisa L. Oglesby
Oglesby/Phillips, Inc.

Initials: 

12656 NW 14th Street
Broward County
Sunrise, FL 33323

ARTICLE V PURPOSE

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

ARTICLE VI DIRECTORS

The names and residence addresses of the persons constituting the initial board of directors are:

Alisa L. Oglesby
12656 NW 14th Street
Sunrise, FL 33323

Kurt A. Phillips
12656 NW 14th Street
Sunrise, FL 33323

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

ARTICLE VII LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives

an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

ARTICLE VIII OTHER PROVISIONS

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

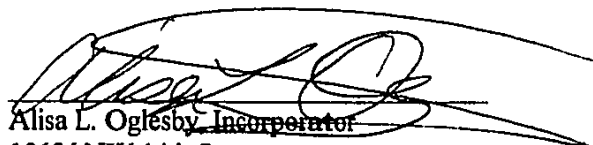
Corporate Seal. The corporation shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate.

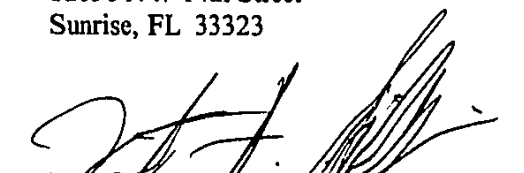
Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or

Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.


Alisa L. Oglesby, Incorporator
12656 NW 14th Street
Sunrise, FL 33323


Kurt A. Phillips, Incorporator
12656 NW 14th Street
Sunrise, FL 33323

State of FLORIDA, County of BROWARD, ss:

Subscribed and sworn to (or affirmed) before me this 22 day of September, 1997.




Notary Public

**Certificate of Designation of
Registered Agent/Registered Office**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, 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.

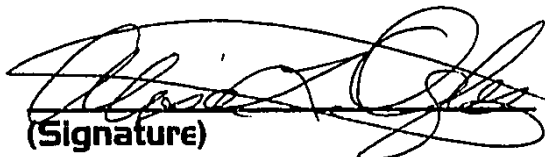
1. The name of the corporation is:

Oglesby/Phillips, Inc.

2. The name and address of the registered agent and office is:

Alisa L. Oglesby
12656 NW 14th Street
Sunrise, FL 33323

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.


(Signature)

9-22-97
(Date)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED