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LAW OFFICES

CONE, YONG, STEWART & HOUSTON, P.A.

POST OFFICE BOX 4550 (32201)
1050 RIVERSIDE AVENUE
JACKSONVILLE, FL 32204

FRED M. CONE, JR.
FRANK J. YONG
CARL M. STEWART
CLARENCE H. HOUSTON, JR.
PATRICIA HELWIG

JOHN W. MOOERS
OF COUNSEL

December 23, 1997

TELEPHONE
(904) 355-1235
TELECOPIER
(904) 354-1747

Florida Department of State
New Corporation Division
P.O. Box 1300
Tallahassee, Florida 32302-1200

EFFECTIVE DATE
1-1-98

FILED
98 JAN -2 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Gary Rodgers and Sons Plumbing, Inc.

Dear Sir or Madam:

Enclosed please find one original plus one copy of the Articles of Incorporation for Gary Rodgers and Sons Plumbing, Inc. to be filed with your office. Enclosed is our check in the amount of \$122.50 computed as follows:

Filing Fee	\$35.00
Certified Fee	52.50
Registered Agent Fee	35.00
TOTAL	<u>\$122.50</u>

Your cooperation in this matter is greatly appreciated.

Sincerely,

Frank J. Yong
Frank J. Yong

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FJY:kap

Enclosures

c: Gary D. Rodgers

F. CHESSEY JAN 5 1998

FILED
98 JAN -2 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

GARY RODGERS AND SONS PLUMBING, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopt the following Articles of Incorporation:

EFFECTIVE DATE
1-1-98

ARTICLE I

Name

The name of the corporation is **GARY RODGERS AND SONS PLUMBING, INC.**

ARTICLE II

Principal Office

The principal office and mailing address of the corporation shall be **1910-1 Bassett Road, Jacksonville, Florida 32205.**

ARTICLE III

Duration

This corporation shall exist perpetually. Corporate existence shall commence on **January 1, 1998**, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE IV

Nature of Business

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

ARTICLE V

Capital stock

(a) **Authorized Capital.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.

(b) **Restrictions on Transfer of Stock.** The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1050 Riverside Avenue, Jacksonville, Florida 32204, and the name of the initial registered agent of this corporation at that address is Frank J. Yong.

ARTICLE VII

Directors

(a) **Number.** This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) **Indemnification.** The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VIII

Incorporator

The name and street address of the incorporator of this corporation is:

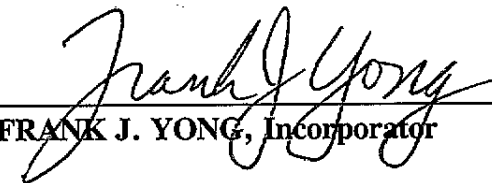
Frank J. Yong, Esquire
Cone, Yong, Stewart & Houston, P.A.
1050 Riverside Avenue
Jacksonville, Florida 32204

ARTICLE IX

Amendment

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


IN WITNESS WHEREOF, the Incorporator has executed these Articles the 23rd day of December, 1997.


FRANK J. YONG, Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 23rd day of December, 1997, by **FRANK J. YONG**, (X) who is personally known to me or () who produced _____ as identification and who did take an oath.

NOTARY PUBLIC:


Name Printed: Kellie A Perkins
State of Florida At Large (Seal)
My commission expires:



KELLIE A. PERKINS
MY COMMISSION # CC390816 EXPIRES
October 30, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the following is submitted:

GARY RODGERS AND SONS PLUMBING, INC., desiring to organize or qualify under the laws of the State of Florida hereby designates **FRANK J. YONG** as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be **1050 Riverside Avenue, Jacksonville, Florida 32204**.

DATED this 23rd day of December, 1997.


FRANK J. YONG, Registered Agent

FILED
98 JAN -2 AM 9:49
SECRETARY OF STATE
TALLAHASSEE
FLORIDA

Having been named as registered agent 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.

DATED this 23rd day of December, 1997.


FRANK J. YONG