



# The MONTGOMERY \* WALCH Law Firm

Attorneys & Counselors at Law, Mediators & Arbitrators

David Paul Montgomery, Esq.

Elizabeth A. Walch, Esq.

Barbara J. Wolodzko, J.D. +

+ Not admitted in Florida

2103 Manatee Avenue West

Bradenton, Florida 34205

Voice: (941) 748-8470

Fax: (941) 748-6800

January 13, 1998

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Attitudes of Sarasota, Inc.  
LifeGuard Barrier, Inc.

100002398641--5  
-01/14/98--01049--001  
\*\*\*\*140.00 \*\*\*\*\*70.00

Dear Sir/Madam:

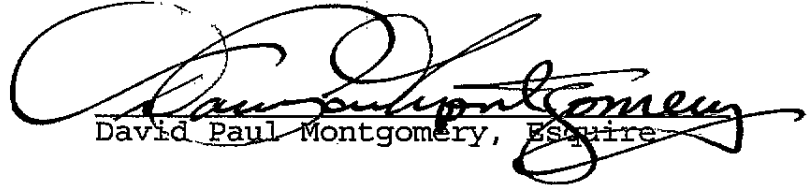
Enclosed please find the original and one copy of the Articles of Incorporation for Attitudes of Sarasota, Inc. and for LifeGuard Barrier, Inc. and our firm's check in the amount of \$140.00 for filing of same.

Thank you for your cooperation and assistance in this matter.

EFFECTIVE DATE  
1-13-98

Sincerely,

The MONTGOMERY \* WALCH Law Firm

  
David Paul Montgomery, Esquire

DPM/tlg  
Enclosures

FILED  
98 JAN 14 AM 3:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**of**  
**Attitudes of Sarasota, Inc.**

David Paul Montgomery, the undersigned, does hereby establish for the purpose of becoming a corporation, operating for profit by and under the provisions of the statutes of Florida appertaining and providing for the formation, liabilities, rights, privileges as corporation operating for profit, and do hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of becoming such a corporation for profit and do hereby declare, state and certify:

**ARTICLE I**

The name of this corporation shall be:

**Attitudes of Sarasota, Inc.**

**ARTICLE II**

This corporation shall be effective as of January 13, 1998, and shall have perpetual existence unless sooner dissolved as may be directed by law.

**ARTICLE III**

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

**ARTICLE IV**

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time shall be One Thousand (1,000) shares of common stock having a nominal par value of One Dollar (\$1.00) per share. The consideration to be paid for each such share shall be money, property or services of value at least equivalent to the stock issued as fixed and determined, from time to time, by the Board of Directors.

Each shareholder of any case of stock of this corporation shall be entitled to full preemption rights to purchase any unissued, newly issue, or treasury shares of the

**EFFECTIVE DATE**  
**1-13-98**

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**98 JAN 14 AM 3:30**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

corporation and any securities of the corporation convertible into, or carrying a right to subscribe to or acquire share of any such unissued, newly issued, or treasury shares.

#### **ARTICLE V**

The amount of capital with which this corporation will begin business shall not be less than Five Hundred (\$500.00) Dollars.

#### **ARTICLE VI**

The street address of the initial registered office of this corporation is **2103 Manatee Avenue West, Bradenton, Florida, 34205**, and the name of the initial registered agent of this corporation at that address is **David Paul Montgomery, Esquire**. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

#### **ARTICLE VII**

This corporation shall have one director initially. The number of directors of this corporation may be increased or decreased from time to time by the by-laws of this corporation, but which number of directors shall never be less than one.

#### **ARTICLE VIII**

The name and post office address of the member of the Board of Directors of this corporation, of whom shall hold office for a period of one (1) year, or until their successor is duly elected and qualified is:

**David Paul Montgomery  
2103 Manatee Avenue West  
Bradenton, Florida 34205**

#### **ARTICLE IX**

The incorporator of the Articles of Incorporation, together with their respective addresses are:

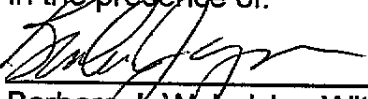
**David Paul Montgomery  
2103 Manatee Avenue West  
Bradenton, Florida 34205**

## ARTICLE X

These Articles of Incorporation may be amended in a manner provided therefore by the laws of the State of Florida. Each amendment to these Articles of Incorporation shall be proposed by one or more of the stockholders of this corporation. Any questions or motion, or action of the stock/holder of this corporation shall be decided by a majority vote of the stockholders entitled to vote thereon. The by-laws of this corporation shall be promulgated, adopted, amended, changed or deleted by the stockholders of this corporation. The business affairs of this corporation shall be conducted by a Board of Directors, and the directors thereof shall be elected at the annual meeting of the stockholders of this corporation as a condition precedent of holding an office or being a director or agent in this corporation. Vacancies in the officers and the directors of this corporation shall be filled as prescribed in the by-laws of this corporation. This corporation shall have and enjoy all of the rights, privileges and immunities of a corporation operating under the laws of the State of Florida, appertaining thereto at the time of the incorporation hereof and any amendments thereto, The number and nature of the office may be increased, deleted or changed by the by-laws of this corporation in keeping with the laws of the State of Florida appertaining thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Article of Incorporation on January 13, 1998.

Signed, sealed and delivered  
in the presence of:

  
Barbara J. Wolodzko, Witness

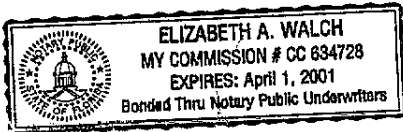
  
Teresa L. Gasper, Witness

  
David Paul Montgomery

STATE OF FLORIDA  
COUNTY OF MANATEE

BEFORE ME, the undersigned authority, personally appeared **David Paul Montgomery**, the incorporator, who produced a driver's license as identification, and who, upon first being duly sworn, deposed and said that Incorporator has read the foregoing Articles of Incorporation and that the Incorporator has executed the same as the free and voluntary act of the Incorporator.

WITNESS my hand and official seal on January 13, 1998, at Bradenton, Florida.



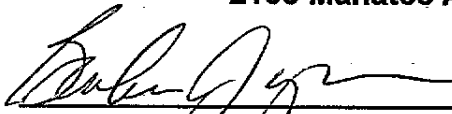
  
Notary Public

**Consent to Serve  
as Registered Agent of  
Attitudes of Sarasota, Inc.**

STATE OF FLORIDA  
COUNTY OF MANATEE

BEFORE ME, the undersigned authority did personally appear **David Paul Montgomery, Esquire**, who acknowledged before me that he/she consents to serve as registered agent of the above-named corporation at the following address:

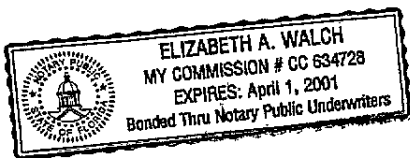
**2103 Manatee Avenue West, Bradenton, Florida, 34205**


  
Barbara J. Wolodzko, Witness

 (SEAL)  
David Paul Montgomery, Esquire  
Registered Agent

  
Teresa L. Gasper, Witness

WITNESS my hand and official seal on January 13, 1998.



  
Notary Public

**FILED**  
98 JAN 14 AM 3:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA