

TRANSMITTAL LETTER

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

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-08/28/98--01062--008
****131.25 ****131.25

SUBJECT: GUARDIAN ESTATE SERVICES INC
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☒ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: GREG MCCARTHY
Name (Printed or typed)

13924 Fletchers Mill Dr.
Address

Tampa FL 33613
City, State & Zip

813- 960-3943
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 AUG 28 PM 1:38

APPROVED
AND
FILED

NOTE: Please provide the original and one copy of the articles.

APPROVED
AND
FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GUARDIAN ESTATE SERVICES, INC.

The undersigned subscribe(s) to these Articles of Incorporation to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be **GUARDIAN ESTATE SERVICES, INC.**, and its initial post office address and its principal office for the conduct of business is 13924 Fletcher's Mill Drive, Tampa, Florida 33613. The stockholders of the corporation may from time to time move the principal office to other addresses in Florida.

ARTICLE II

The general nature of the business to be transacted by this corporation is:

(a) To engage in every aspect and phase of the business of a life insurance agency and to do all things in connection therewith that are customarily done by licensed life and health insurance agents. Provided, however, that such professional services shall be rendered only through officers, employees and agents who are duly licensed under the laws of the State of Florida to practice such profession therein.

(b) To limit the liability of the shareholders of this corporation so that the personal liability of the shareholders of

this corporation shall be no greater in any aspect than that of a shareholder-employee of a corporation organized under Chapter 607 of the Florida Statutes.

(c) To invest the funds of the corporation in real estate, mortgages, stocks, bonds, or any other type of investment and to own real and personal property necessary for the rendering of professional services.

(d) To do all and everything necessary and proper for the accomplishment of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation, or any amendment thereof.

(e) To purchase and acquire at the option of the corporation any and all of its shares owned and held by each shareholder as he should desire to sell, transfer or otherwise dispose of his shares in accordance with the By-Laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided the capital of this corporation is not impaired.

(f) To purchase and acquire, at the option of the corporation, the shares owned and held by any shareholder who dies, in accordance with the By-Laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation is not impaired.

(g) To enter into, at the option of the corporation, for the benefit of the employees, one or more of the following:

- (1) a pension plan,
- (2) a profit sharing plan, if such plan is not otherwise prohibited by the Code of Ethics of the Profession.
- (3) a stock bonus plan,
- (4) a thrift and savings plan,
- (5) a restricted stock option plan, or
- (6) other retirement or incentive compensation plans.

(a) The foregoing paragraphs shall be construed as enumerating the purposes, objects and powers of this corporation, and no recitation, expression or declaration of specific powers or purposes herein enumerated shall be deemed exclusive; it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

ARTICLE III

The maximum number of stock of this corporation which it is authorized to have outstanding at any one time is 100 shares of common stock at .01 cent par value. Said stock shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1954, as amended. Said capital stock shall be non-assessable and shall be payable in lawful money of the United States or in property, other than stock or securities, in lieu

thereof, at a just valuation to be fixed by the board of directors of this corporation. The minimum capital with which this corporation shall begin business is One Hundred Dollars (\$100.00). None of the shares of stock of this corporation may be issued to anyone other than as provided in the By-Laws or any Shareholders' Agreement adopted by the shareholders. No shareholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE IV

The term for which this corporation shall exist shall be perpetual and the business of this corporation shall be conducted, carried on and managed by the officers of this corporation. The officers of this corporation shall be:

Gregory McCarthy - President/Secretary

ARTICLE V

The names and street addresses of the members of the initial Board of Directors are:

Gregory McCarthy

13924 Fletcher's Mill Drive
Tampa, Florida 33613

ARTICLE VI

The names and post office addresses of the original subscriber(s) to these Articles of Incorporation are as follows:

NAME

Address

Gregory McCarthy

13924 Fletcher's Mill Drive
Tampa, Florida 33613

ARTICLE VII

No contract or other transaction of this corporation with any person, firm or other corporation, in the absence of fraud or wrong doing shall be affected or invalidated by the fact that any director of this corporation is a party to or interested in such contract or other transaction or in any way connected with such person, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from his contracting with this corporation for the benefit of any other firm, person or corporation for the benefit of himself or any other firm, person or corporation in which he may be in any way interested.

ARTICLE VIII

These Articles of Incorporation may be amended in the manner provided by Law. Every amendment shall be approved by the Board of Directors, proposed by the Shareholders, and approved at a Shareholders' meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all of the shareholders

assign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

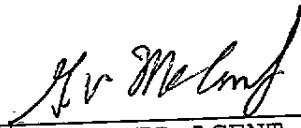
ARTICLE IX

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

GUARDIAN ESTATE SERVICES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing Articles of Incorporation at City of Tampa, County of Hillsborough, State of Florida, has named GREGORY MCCARTHY located at 13924 Fletcher's Mill Drive, City of Tampa, County of Hillsborough, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at a place designated in Article X of this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


REGISTERED AGENT

IN WITNESS OF THE FOREGOING, we have hereunto set our hands and seals and acknowledged and filed in the Office of the Secretary of State the foregoing Certificate this 28 day

August, 1998.

J V McIntosh
Subscriber

ACKNOWLEDGMENT OF INCORPORATOR(S)

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared GREGORY MCCARTHY, who presented for identification Drivers License, and known to me to be the person who executed the foregoing and she acknowledged to me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County aforesaid this 25 day of August, 1998.



Christopher C. Flood
MY COMMISSION # CC713418 EXPIRES
February 3, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

Christopher C. Flood
Notary Public

ACKNOWLEDGMENT OF REGISTERED AGENT

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared GREGORY MCCARTHY, who presented for identification Drivers License, and known to me to be the person who is nominated to act as the resident agent she acknowledged to me that she agreed to undertake said duty.

IN WITNESS WHEREOF, I have set my hand and seal in the State and
County aforesaid this 25 day of August, 1998


Notary Public



Christopher C. Flood
MY COMMISSION # CC713418 EXPIRES
February 3, 2002
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