

Division of Corporations

Page 1 of 1

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Florida Department of State

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

O'Brien Group, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDAARTICLES OF INCORPORATION
OF
O'BRIEN GROUP, INC.

The undersigned natural person(s) of legal age, acting as incorporator(s) under the provisions of Florida Statutes, Chapter 607, adopt the following Articles of Incorporation:

ARTICLE I
Name

The name and address of this corporation shall be:

O'BRIEN GROUP, INC.
570 Lindley Terrace
Port Charlotte, FL 33952

ARTICLE II
Purposes

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE III
Capital Stock

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time shall be seven thousand five hundred (7500) shares of common stock with One Dollar (\$1.00) per share par value.

ARTICLE IV
Subscriber, Incorporator & Directors

The name and address of the Subscriber and Incorporator are:

NAMEADDRESS

PATRICK T. O'BRIEN

570 LINDLEY TERRACE
PORT CHARLOTTE, FL 33952

The name and address of the sole Director is:

NAMEADDRESS

PATRICK T. O'BRIEN

570 LINDLEY TERRACE
PORT CHARLOTTE, FL 33952

William H. Caughen, Esquire
Caughen & Feldman, P.A.
215 North Joanna Avenue
Tavares, FL 32778-3200
352/343-2225
Florida Bar No. 133488
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H98000024145 8

ARTICLE V
Informal Shareholder Action

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the bylaws.

ARTICLE VI
Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- (a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- (b) Reorganization, merger or consolidation of the corporation;
- (c) Sale, lease or exchange of the major portion of the property or assets of the corporation; or
- (d) Dissolution of the corporation.

ARTICLE VII
Term of Existence

This corporation shall exist perpetually.

ARTICLE VIII
Directors

A. The business of the corporation shall be managed initially by a board of one (1) director. The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director.

B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote. Any director who is also a stockholder may be removed by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote exclusive of his own shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

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D. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

ARTICLE IX
Effective Date

The date that corporate existence shall begin shall be January 1, 1999. This election is pursuant to Florida Statute 607.0203.

ARTICLE X
Registered Office and Registered Agent

The address of the initial registered office of this corporation is 570 LINDLEY TERRACE, PORT CHARLOTTE, FL 33952. The name of the Registered Agent of this corporation is PATRICK T. O'BRIEN, at the above office address.

ARTICLE XI
Bylaws

Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the Stockholders, except as otherwise provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the incorporator certifies to the truth of the facts herein stated, this 24th day of December, 1998.


PATRICK T. O'BRIEN

H98000024145 8

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION

I hereby accept to act as initial Registered Agent for O'BRIEN GROUP, INC. as stated in these Articles of Incorporation.

Dated: December 24th, 1998


PATRICK T. O'BRIEN

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