

TRANSMITTAL LETTER

P98000107542

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

200002723312--9
-12/28/98--01078--011
*****78.75 *****78.75

SUBJECT: _____

(Proposed corporate name - must include suffix)

98 DEC 28 PM 2:27
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: _____

Michael R. Gill
3116 Lodi Drive
New Port Richey, FL 34655

City, State & Zip

Daytime Telephone number

F. CHESSEB DEC 29 1998

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

ARTICLES OF INCORPORATION

We, the undersigned, as proper persons acting as incorporators of a corporation under the laws of the State of Florida, adopt the following articles of incorporation:

FIRST

The name of the corporation is: Michael R. Gill, Inc.

SECOND

The period of its duration is: perpetual.

THIRD

The purpose of the corporation is: to transact the business and all other business not forbidden by law. _____

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FOURTH

The aggregate number of authorized shares is: 2,000. The par value of each share is \$.01.

FIFTH

The corporation will not commence business until at least \$20.00 dollars have been received by it as consideration for the issuance of shares.

SIXTH

Cumulative voting of shares of stock are authorized.

SEVENTH

Provisions limiting or denying to shareholders the preemptive right to acquire additional or treasury shares of the corporation are:

shall be set forth in the BY-LAWS of the corporation.

EIGHTH

Provisions for regulating the internal affairs of the corporation are: to be set forth in the BY-LAWS of the corporation. _____

NINTH

The address of the initial registered office of the corporation is: 3116 Lodi Drive, New Port Richey, FL 34655. and the name of its initial registered agent at such address is: Michael R. Gill.

TENTH

Address of the principal place of business is: 3116 Lodi Drive, New Port Richey, FL 34655.

ELEVENTH


The number of directors constituting the initial board of directors of the corporation is one, and the names and address of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT / REGISTERED OFFICE**

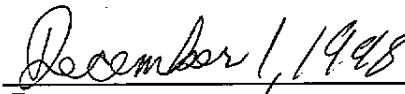
PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT DESIGNATING THE REGISTERED OFFICE / REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **Michael R. Gill, Inc.**
2. The name and address of the registered agent and office is: Michael R. Gill, 3116 Lodi Drive, New Port Richey, FL 34655.

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
REGISTERED AGENT - INCORPORATOR



Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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