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**DANIEL J. CAPPIELLO**  
ATTORNEY AT LAW

Flagler Square – Suite 101  
1860 Forest Hill Boulevard  
West Palm Beach, Florida, 33406

February, 4, 1999

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

100002768521--2  
-02/08/99--01175--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Articles of Incorporation  
Roger Gillespie, Inc.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation of Roger Gillespie, Inc., and a Certificate of Designation of Registered Agent/Registered Office together with this check from Roger Gillespie Grading in the amount of \$78.75 for filing fees. Please return the Certificate of Incorporation and one certified copy of the Articles of Incorporation to this office once same is duly filed.

Thank you for your attention to this matter.

Sincerely,

  
Daniel J. Cappiello, Esquire.

Enclosures

FILED  
99 FEB -8 AM 9:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12 BROOK FEB 11 1999

# ARTICLES OF INCORPORATION

OF

Roger Gillespie, INC.

## ARTICLE I – NAME

The name of this corporation is Roger Gillespie, Inc.. The principal place of business shall be at 15388 82<sup>nd</sup> Terrace North, Palm Beach Gardens, Florida, 33418.

## ARTICLE II – DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

## ARTICLE III – PURPOSE

The purpose of this corporation is to engage in any activities or business permitted under the laws of the United States and Florida.

## ARTICLE IV – CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any time is 100 shares of common stock having a par value of One Dollar (\$1.00) per share.

## ARTICLE V – INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of this corporation shall be Flagler Square – Suite 101, 1850 Forest Hill Boulevard, West Palm Beach, Florida, 33406, and the name of the initial registered agent of this corporation at such office shall be Daniel J. Cappiello, Esquire, who upon accepting this designation agrees to comply with the provisions of S. 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

FILED  
99 FEB -8 AM 9:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE VI – INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one member. The number of directors may be increased or decreased from time to time by vote of the stockholders as provided for in the By-Laws, but in no case shall the number of directors be less than one (1) nor more than nine (9). The names of the directors constituting the initial Board of Directors of this corporation are:

Name

Address

Director – Roger Gillespie

15388 82<sup>nd</sup> Terrace North,  
Palm Beach Gardens, Florida, 33418

ARTICLE VII – INCORPORATORS

The name and street address of the person signing these Articles of Incorporation is:

Name

Address

Incorporator – Roger Gillespie

15388 82<sup>nd</sup> Terrace North,  
Palm Beach Gardens, Florida, 33418

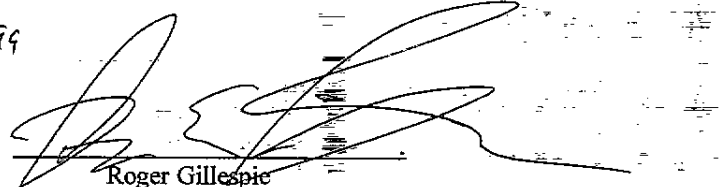
ARTICLE VIII – INDEMNIFICATION

The corporation shall indemnify any Officer or Director or Incorporator to the full extent permitted by law.

ARTICLE IX

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF the undersigned Incorporator has executed these Articles of  
Incorporation on this 4 day of Feb, 19. 99

  
Roger Gillespie

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing Articles of Incorporation of Roger Gillespie, Inc., were acknowledged before me by

ROGER E. GILLESPIE, as Incorporator, who is personally known to me or produced Florida DRIVER LICENSE, as identification, this 4 day of FEB, 1999.

Robbye Soler  
Notary Public, State of Florida  
Print Name: Robbye Soler  
My commission expires:



Robbye Soler  
MY COMMISSION # CC656234 EXPIRES  
June 17, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.

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

Pursuant to the provisions of Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the undersigned corporation, organized under the laws of Florida, submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the corporation is: Roger Gillespie, Inc..
2. The name and address of the registered agent and office is:

Daniel J. Cappiello  
Attorney at Law  
Flagler Square Suite 101  
1850 Forest Hill Boulevard  
West Palm Beach, Florida, 33406

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THE 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

Daniel J. Cappiello, Esquire

Signature: 

Daniel J. Cappiello, Esquire

Dated: 2/4/98

FILED  
99 FEB -8 AM 9:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA