

TRANSMITTAL LETTER

P99000013788

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 FEB 10 PM 5:44

SUBJECT: _____

(Proposed corporate name - must include suffix)

February 4, 1999

Re: GUYOST, INC.

Dear Sir or Madam:

Enclosed are the original and one copy of the Articles of Incorporation for the above-named Florida corporation. I understand the name is available. Also enclosed is our check in the amount of \$122.50 representing payment for the following: Filing fee- \$35; Registered Agent fee- \$35; and certified copy- \$52.50.

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your assistance in this matter.

Sincerely,

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-02/10/99--01096--011
****122.50 *****78.75

TO [Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

WILLIAM J. QUIRK
Attorney at Law
305 NE 1st STREET
GAINESVILLE, FLORIDA 32601
Phone: (352) 378-5611

Daytime Telephone number _____

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

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WS

ARTICLES OF INCORPORATION
OF
GUYOST, INC.

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DIVISION OF CORPORATIONS
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The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

CORPORATE NAME

The name of this corporation is GUYOST, INC.

ARTICLE II

PRINCIPAL OFFICE

The street address of the principal office of this corporation is 2011 NE 31st Avenue, Gainesville, FL 32609. The mailing address is Post Office Box 1216, Gainesville, FL 32602.

ARTICLE III

NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time

is 2000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V

TERM OF EXISTENCE

This corporation shall have perpetual existence commencing upon the filing of these Articles.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE

The street address of this corporation's initial registered office and the name of its initial registered agent at that office are:

Joyce M. Martin
2011 NE 31st Avenue
Gainesville, FL 32609

The Board of Directors from time to time may move the registered office to any other address in the State of Florida.

ARTICLE VII

BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or decreased from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The names of the initial directors of this corporation and their street addresses are:

Joyce M. Martin
4721 NW 166th Avenue
Gainesville, FL 32653

Jeffery L. Weist
16125 NE 2nd Street
Gainesville, FL 32609

The persons named as initial directors shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever comes first.

ARTICLE IX

INCORPORATOR

The name and the street address of the person signing these Articles of Incorporation as the incorporator are:

Joyce M. Martin
4721 NW 166th Avenue
Gainesville, FL 32653

ARTICLE X

AMENDMENT

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 them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written state-

ment manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI

PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her pro rata share thereof at the price it is offered to others.

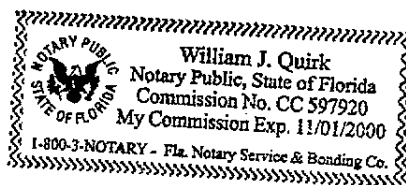
IN WITNESS WHEREOF, the undersigned, as incorporator, has executed these Articles of Incorporation on this 9th day of February, 1999.

Joyce M. Martin
Joyce M. Martin,
Incorporator

STATE OF FLORIDA
COUNTY OF ALACHUA

Before me, a notary public, personally appeared Joyce M. Martin, who is personally known to me, and who is known to me to be the person described as incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed to these Articles of Incorporation on this 9th day of February, 1999.

William J. Quirk
William J. Quirk
Notary Public

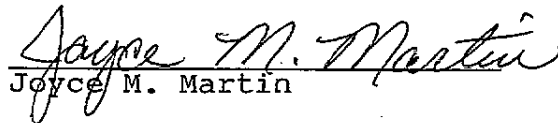


CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

That GUYOST, INC., desiring to organize under the laws of the State of Florida, with its principal office and initial registered office, as indicated in the Articles of Incorporation, at 2011 NE 31st Avenue, Gainesville, Florida 32609, County of Alachua, has named Joyce M. Martin, located at 2011 NE 31st Avenue, Gainesville, Florida 32609, County of Alachua, as its agent to accept service of process within this State.

ACCEPTANCE:

Having been named as resident agent to accept service of process for the above named corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and understands and agrees to comply with the provisions of Florida law relative to the position and to keeping the designated office open.


Joyce M. Martin

Date: February 9, 1999

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