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Division of Corporations  
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To:

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From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 541-3694  
Fax Number : (305) 541-3770

**FLORIDA PROFIT CORPORATION OR P.A.**

**REEVES GROUP II, INC.**

Certificate of Status	0
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ARTICLES OF INCORPORATION  
OF  
REEVES GROUP II, INC.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

We, the undersigned, subscribed to this Certificate of Incorporation, natural persons competent to contract, do hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I  
NAME

The name of the corporation shall be REEVES GROUP II, INC.

ARTICLE II  
DURATION

The term of existence of the corporation is perpetual.

ARTICLE III  
PURPOSE

The purposes for which the corporation is organized are:

a. To engage in any activity or business permitted under the laws of the United States and of the State of Florida.

b. To carry on its operations and conduct business in any state, in the District of Columbia, and in any territory, dependency, or possession of the United States, and in any foreign country.

c. To have perpetual succession by its corporate name unless a limited period of duration is stated in its Articles of Incorporation.

d. To sue and be sued, complain and defend in its corporate name, in all actions or proceedings.

Prepared by Patricia E. Thorne  
4163 S. Congress Avenue  
Lake Worth, Fl 33461  
561-439-1600  
Fl Bar Number 343358

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e. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

f. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

g. To lend money and use its credit to assist its officers and employees in accordance with Section 607.141, Florida Statutes.

h. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

i. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of the United States or of any other government, state, territory, governmental district, or municipality or any instrumentality thereof.

j. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

k. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

l. To conduct its business, carry on its operations, and have offices and exercise the powers granted by this Act within or without the state.

m. To elect or appoint officers and agents of the corporation and to define their duties and fix their compensation.

n. To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

o. To make donations for the public welfare or for charitable, scientific or educational purposes.

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p. To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

q. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees of its subsidiaries.

r. To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.

s. To have and exercise all powers necessary or convenient to affect its purposes.

t. To engage in any activity or business permitted under the laws of the United States and of the State of Florida.

#### ARTICLE IV CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock, each share having the par value of \$1.00. Each stockholder of the corporation shall be entitled to one vote for each fully paid, non-assessable share owned by him, and there shall be no cumulative voting.

#### ARTICLE V INITIAL CAPITAL

The amount of capital with which the corporation shall begin business shall be not less than Five Hundred Dollars (\$1000.00).

#### ARTICLE VI ADDRESS

The initial street address of the principal office of this corporation is to be at 2000 Palm Beach Lakes Blvd, Suite 200. West Palm Beach, Fl 33409.

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The Board of Directors may from time to time designate such other address and place for its principal office of this corporation as it may see fit.

**ARTICLE VII  
DIRECTORS**

The number of directors of this corporation shall be as provided by the bylaws, but shall not be less than one (1) in number nor more than nine (9), and shall be two (2) in number until otherwise fixed or changed by the bylaws.

**ARTICLE VIII  
INITIAL DIRECTORS**

The names and addresses of the first Board of Directors who, subject to the provisions of the Certificate of Incorporation, the bylaws of this corporation, and the laws of Florida, shall hold office until their successors are chosen at the First Annual Meeting of this Corporation to be held at the time and place provided for in the bylaws, are as follows:

<u>Name</u>	<u>Address</u>
Madeline Reeves	9485 El Clair Ranch Road Boynton Beach, Florida 33437
Ronald Reeves	9485 El Clair Ranch Road Boynton Beach, Florida 33437

**ARTICLE IX  
SUBSCRIBERS**

The name and address of the subscribers to the Certificate of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Madeline Reeves	9485 El Clair Ranch Road Boynton Beach, Florida 33437
Ronald Reeves	9485 El Clair Ranch Road Boynton Beach, Florida 33437

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**ARTICLE X  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 9485 El Clair Ranch Road, Boynton Beach, Florida 33437, and the name of the initial registered agent of this corporation is Ronald Reeves.

**ARTICLE XI  
BYLAWS**

The power to adopt, alter, amend and/or repeal bylaws shall be vested in the shareholders.

**ARTICLE XII  
CALLING OF SPECIAL MEETINGS**

Special meetings of shareholders may be called by the shareholders.

**ARTICLE XIII  
MEETINGS BY CONFERENCE TELEPHONE**

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

**ARTICLE XIV  
ACTION BY DIRECTORS WITHOUT A MEETING**

The directors of this corporation may take action by written consent, as provided by law.

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ARTICLE XV  
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XVI  
AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provisions herein contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by law, and all rights, powers, privileges and discretion granted or conferred upon stockholders or directors are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this ~~29th~~ day of January, 1999.

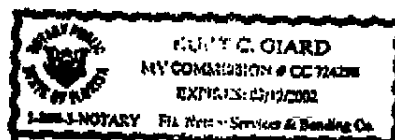
  
RONALD REEVES

STATE OF FLORIDA  
COUNTY OF PALM BEACH

THE FOREGOING INSTRUMENT was acknowledged before me this ~~29th~~ day of January, 1999, by RONALD REEVES, who is personally known to me and did not take an oath.

  
NOTARY PUBLIC

My commission expires:



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ACCEPTANCE OF REGISTERED AGENT


I, RONALD REEVES, do hereby accept the designation of  
Registered Agent for:

REEVES GROUP II, INC.

  
RONALD REEVES

STATE OF FLORIDA  
COUNTY OF PALM BEACH

THE FOREGOING INSTRUMENT was acknowledged before me this 29<sup>th</sup>  
day of January, 1999, by RONALD REEVES, who is personally known to  
me and did not take an oath.

  
NOTARY PUBLIC

My commission expires:



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