

* JOHN F. McGUIRE, ESQ.
ELYSE M. McGUIRE, ESQ.
**JOHN A. SMITTEN, ESQ.
JOHN D. HARRINGTON, ESQ.

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OFFICES
A Professional Association

1173 N.E. Cleveland St.
Clearwater, FL 33755
Phone (727) 446-7659
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* ALSO LICENSED IN MICHIGAN
**ALSO LICENSED IN NEW YORK

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

September 4, 1999

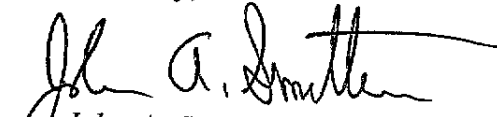
Re: My Client, Theresa Frazier, Inc.

Dear Division of Corporations:

Enclosed please find my client's articles of incorporation and appropriate filing fee.
Please return a copy of the articles, using the enclosed envelope. Thank You.

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*****78.75 *****78.75

Sincerely,


John A. Smitten, Esquire

Enc/jas
cc: T. Frazier

FILED
99 SEP 13 AM 9:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

5/11/20

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Theresa Frazier
7827 Grimsby Lane
New Port Richey, FL 34655

September 4, 1999

Re: Incorporation of Theresa Frazier, Inc.

Dear Theresa:

This letter is to advise you of your responsibilities with respect to the affairs of your recently formed corporation.

(1) You must file an annual report with the Florida Department of Corporations. This information will be sent to you by the Department every year. You must also pay the annual fees so as to keep the corporation active. Failure to do so will require that you pay a penalty fee to re-activate the corporation.

(2) I recommend that you transfer certain assets into the corporation name. At least one automobile, all office equipment, etc.

(3) You must have an annual meeting of the board of directors and record the minutes of each meeting in the corporate books.

(4) You should speak with an accountant as to whether or not you should file a Subchapter "S" election.

(5) For all issued stock, you must pay for the appropriate documentary stamps ("doc stamps"). This can be done by taking the original share certificates to the Official Records Department at Tampa, Florida.

(6) Please note that if you use the corporate name in any other manner from the exact spelling as set forth in the Articles, including not including "Inc.", you MUST register that name as a fictitious name with the Department of Corporations as well.

I have read the foregoing and understand the contents thereof.


Theresa Frazier

**ARTICLES OF INCORPORATION
OF
THERESA FRAZIER, INC.**

FILED
99 SEP 13 AM 9:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

THERESA FRAZIER, INC.

The principal place of business of this corporation shall be 7827 Grimsby Lane, New Port Richey, Florida 34655.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 7827 Grimsby Lane, New Port Richey, Florida 34655 and the name of the initial registered agent of the corporation at that address is Theresa Frazier.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of same kind,

class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE VII. DIRECTORS

The number of directors constituting the initial Board of Directors shall be one, and the names and addresses of the persons who are to serve as members are as follows:

(1) Theresa Frazier 7827 Grimsby Lane, New Port Richey, Florida
34655

ARTICLE VIII. INCORPORATORS

The name and street address of the incorporators to these Articles of Incorporation are:

(1) Theresa Frazier 7827 Grimsby Lane, New Port Richey, Florida
34655

IN WITNESS WHEREOF, we, the undersigned incorporators and authorized agents of
THERESA FRAZIER, INC., hereunto set our hand and seal on this 9th day of
September, 1999.

By: 
Theresa Frazier

DESIGNATION OF REGISTERED AGENT AND ACCEPTANCE

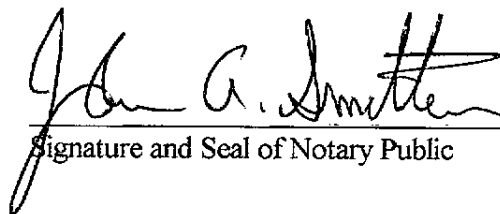
The initial Registered Agent is Theresa Frazier, 7827 Grimsby Lane, New Port Richey, Florida 34655. By her signature below, she hereby accepts.


Theresa Frazier

**STATE OF FLORIDA
COUNTY OF PINELLAS**

The foregoing instrument was acknowledged before me on 9/09/99 by
Theresa Frazier, who is personally known to me or produced _____ as
identification.

NOTARY PUBLIC - STATE OF FLORIDA
JOHN A. SMITTEN
COMMISSION # CC786893
EXPIRES 10/29/2002
BONDED THRU ASA 1-688-NOTARY1


Signature and Seal of Notary Public

FILED
99 SEP 13 AM 9:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA