

MICHAEL A. CROAK, P.A.

Attorney at Law  
14229 U.S. Highway 441  
Tavares, Florida 32778

Phone (352) 343-0770  
Fax (352) 343-6005

P99000087199

September 27, 1999

Corporate Records Bureau  
Division of Corporations  
PO Box 6327  
Tallahassee, Florida 32314

100003000121--7  
-09/29/99--01044--018  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Articles of Incorporation of B&W of Lake County, Inc.

Dear Sirs/Ladies:

I request that you find enclosed for filing the original Articles of Incorporation for the above referenced corporation and a check for \$78.75 representing the following fees:

Filing Fee	\$ 35.00
Designation of Registered Agent	35.00
Certified Copy	<u>8.75</u>
TOTAL	\$78.75

If all is in order, I would request that the Articles of Incorporation be properly filed and that the Certificate of Incorporation and certified copy of the articles be forwarded to our office at the above address.

Thank you in advance for your prompt attention to this matter.

Sincerely,

*E. Williams for*  
Michael A. Croak

MAC/eaw  
Enclosure

FILED  
99 SEP 29 AM 9:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T BROWN OCT - 4 1999

ARTICLES OF INCORPORATION

OF

B&W of Lake County, Inc.

FILED  
99 SEP 29 AM 9:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, hereby make, subscribe, acknowledge and file these Articles for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is B&W of Lake County, Inc.

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

The corporation is organized for the general purposes of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

The corporation is authorized to issue a maximum number of 10,000 shares of the par value of \$1.00 per share, all of which shall be common stock.

The shareholders of the corporation entitled to vote may enter into written agreements subjecting the disposition or transfer of any or all common stock of the corporation to reasonable restraint by sale, assignment, pledge, will, intervivos gift, or any other method of transfer or encumbrance of said stock.

In the event that the holders of common stock of the corporation enter into an agreement wherein they impose reasonable restraints upon the transferability of the common stock of the corporation, such stock shall not be eligible for transfer on the books of the corporation unless and until all of the terms and conditions of such agreement are met.

Transfers of any class of stock of the corporation shall only be transferable upon the books of the corporation.

#### ARTICLE V

The initial registered office, the principal office and mailing address in this state of the corporation is 41 Tarpon Circle, Winter Springs, Florida 32708, and the name of the initial registered agent at such address is Rex R. Roach, who by execution hereof acknowledges that he is familiar with and accepts the duties and responsibilities as registered agent for said corporation.

#### ARTICLE VI

The corporation shall have at least seven (7) directors, but the bylaws may provide for such increase or decrease in number thereof as is authorized by law.

The Board of Directors of the corporation is authorized to fix the salaries of the corporate officers and directors regardless of whether or not such directors, when fixing such salaries, are fixing their own compensation for services rendered by them to the corporation, in whatever capacity.

The names and street addresses of the members of the first Board of Directors is as follows:

NAME	ADDRESS
Rex R. Roach	41 Tarpon Circle Winter Springs, Florida 32708
Ricky R. Roach	4433 Southeast 13th Street Ocala, Florida 34471
Gregory A. Roach	36330 Lake Norris Road Eustis, Florida 32720
Kevin T. Roach	36330 Lake Norris Road Eustis, Florida 32720

NAME	ADDRESS
Gary M. Roach	561 Calibre Crest Parkway Apt. 205 Altamonte Springs, Florida 32714
Vickie M. Hudson	936 Pinfield Cove Sanford, Florida 32773
Eric G. Roach	36330 Lake Norris Road Eustis, Florida 32720

#### ARTICLE VII

The corporation shall have a President and Secretary/Treasurer, each of whom may be members of the Board of Directors, and the corporation may have any such other and additional officers as may be authorized by its bylaws.

#### ARTICLE VIII

The names and street addresses of the incorporators of the Articles of Incorporation are as follows:

NAME	ADDRESS
Rex R. Roach	41 Tarpon Circle Winter Springs, Florida 32708

#### ARTICLE IX

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

ARTICLE X

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 shareholders, and approved at the shareholders' meeting by a majority of the shareholders entitled to vote thereon, unless all the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI

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

DATED this 10th day of <sup>September</sup>~~August~~, 1999.


WITNESSES:

2) Michelle L. Pietrosanto  
Michelle L. Pietrosanto  
1) Rex R. Roach  
Rex R. Roach, Incorporator and as  
Registered Agent  
3) Linda Anderson  
Linda Anderson

STATE OF FLORIDA  
COUNTY OF Seminole

Before me, the undersigned authority duly authorized to administer oaths and take acknowledgments in the State of Florida, personally appeared REX R. ROACH to me known to be the person described as incorporator and registered agent in and who executed the foregoing Articles of Incorporation and who has produced his Florida drivers license as identification.

Witness my hand and official seal in the County and State aforesaid this 10th day of September, 1999.

4) Michelle L. Pietrosanto  
Notary Public  
My Comm. Exp.: January 21, 2003  
Michelle L. Pietrosanto  
5)  My Commission CC803726  
Expires January 21, 2003  
6) Michelle L. Pietrosanto