

P99000093386

TRANSMITTAL LETTER

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

GESSNER & COMPANY, INC.

SUBJECT:

(Proposed corporate name - must include suffix)

300003016693--5
-10/18/99--01074--011
****128.75 ****128.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

SEE ATTACHED
ADDITIONAL COPY REQUIRED

FROM: DONALD R. GESSNER
Name (Printed or typed)
3390 W. CEDARBROOK CT.
Address
LECANTO, FL 34461
City, State & Zip
(352) 527-7497
Daytime Telephone number

FILED
99 OCT 18 PM 4:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Donald R. Gessner GAVE
AUTHORIZATION BY PHONE TO
CORRECT articles
DATE 10-22-99
DOC. EXAM RV

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

10/22/99 TS

CERTIFICATE OF DOMESTICATION

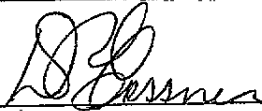
The undersigned, DONALD R. GESSNER PRESIDENT
(Name) (Title)
of GESSNER & COMPANY, INC. a foreign Corporation,
(Corporation Name)

in accordance with Florida Statutes, section 607.1801 does hereby certify:

1. The date on which corporation was first formed was AUGUST 1, 1994
2. The jurisdiction where the above named corporations was first formed, incorporated, or otherwise came into being was STATE OF UTAH
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was GESSNER & COMPANY, INC.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to ss. 607.0202 and 607.0401 with this certificate is GESSNER & COMPANY, INC.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was
STATE OF UTAH

I am PRESIDENT, of GESSNER & COMPANY, INC.

and am authorized to sign this certificate of Domestication on behalf of the corporation and have done so this the 15TH day of OCTOBER 1999


(Authorized Signature)

Filing Fee:	
Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	<u>\$78.75</u>
Total to domesticate and file	\$128.75

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

GESSNER & COMPANY, INC.

The corporation, pursuant to the authority granted under Chapters 607 and 621, Florida Statutes (F.S.) and the Florida Business Corporation Act (the Act), hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is **GESSNER & COMPANY, INC.**

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TALLAHASSEE, FLORIDA

ARTICLE II

PRINCIPAL PLACE OF BUSINESS

The principal place of business of the corporation shall be located at **3390 W. Cedarbrook Ct., Lecanto, Florida 34461**. The corporate business may be carried on and branch and transfer offices may be established elsewhere in the State of Florida.

ARTICLE III

SHARES

The corporation is hereby authorized to issue **7,500** shares of capital stock, which shall consist of a single class, each share to have a par value of **\$1.00**. The shares shall be non-assessable, and all stock issued shall be held of record by not more than one person. Stock shall be issued and transferable only to

natural persons who are not nonresident aliens. The capitalization and par value of the shares and the number of authorized shares may be increased or decreased, and additional classes of shares may be added from time to time in the manner provided by law. The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible or in labor or services actually performed or to be performed for the corporation, having a value as determined from time to time by the Board of Directors of the Corporation of not less than the par value of the stock to be issued. The determination of the Board as to the value of the consideration received or to be received is conclusive for the purposes of determining whether the shares are validly issued, fully paid and nonassessable.

ARTICLE IV

REGISTERED AGENT

The initial registered agent of the corporation is **Donald R. Gessner, 3390 W. Cedarbrook Ct., Lecanto, Florida 34461.**

ARTICLE V

INCORPORATOR

The names and addresses of the incorporator is as follows:

NAME:

ADDRESS:

Donald R. Gessner

3390 W. Cedarbrook Ct., Lecanto, Florida 34461

ARTICLE VI

DURATION

The corporation shall have perpetual existence unless sooner terminated in the manner provided by law.

ARTICLE VII

POWERS AND PURPOSES

In furtherance of and in no way in limitation of the powers now or hereinafter conferred upon business corporations by the laws of the State of Florida, the nature of business of the corporation is authorized to make and perform contracts of any kind and description, and to engage in any lawful business and to exercise any and all other powers provided to a corporation by law.

ARTICLE VIII

VOTING RIGHTS

Each share of issued stock of the corporation shall be entitled to one vote.

ARTICLE IX

BOARD OF DIRECTORS

The initial Board of Directors shall consist of not less than one person and no more than five people, who shall hold office until the first annual meeting of the shareholders and until their successors have been elected and duly qualified. Their successor shall hold office for the terms prescribed in the By Laws of the Corporation. The initial Board of Directors names and address are as follows:

NAME :

ADDRESS:

Donald R. Gessner

3990 W. Cedarbrook Ct., Lecanto, Florida 34461.

The number of directors may be increased or decreased from time to time by amendment to the Bylaws. However, no decrease shall have the effect of shortening the term of any incumbent director. At the first annual meeting of the shareholders and at each annual meeting thereafter, the shareholders shall elect directors to hold office until the expiration of their term, and until their successor is elected and qualified. A majority of the Board present at a meeting duly called pursuant to notice shall constitute a Quorum and may transact the business of the Corporation.

ARTICLE X

POWERS OF THE BOARD

The Board of Directors shall have general management power over the affairs of the corporation in addition to any and all other powers conferred by law on directors of corporations.

ARTICLE XI

OFFICERS

The officers of the corporation shall be elected by the Board of Directors, and shall consist of a president, vice-president, secretary and treasurer. One person may hold more than one office at any one time. The secretary and treasurer may be appointed or be salaried employees of the corporation rather than elected officers at the discretion of the Board.

ARTICLE XII

ELECTION OF OFFICERS

Officers shall be elected at the annual shareholder meeting and shall be elected for a term of one year. The following persons shall be the initial officers of the corporation and shall serve until their successors have been duly elected and qualified at the first annual meeting of the shareholders.

NAME:

OFFICE:

Donald R. Gessner

President/Treasurer

Stephanie M. Gessner

Vice-president/Secretary

ARTICLE XIII

REMOVAL OF OFFICERS AND DIRECTORS

Any officer and/or director may be removed from the office by the Board of Directors at any meeting of said Board duly called pursuant to notice, and by the vote of a majority of all the Directors present at any such meeting. Any Director of the corporation may be removed from office by the shareholders in person or by proxy, at any regular meeting of the shareholders, or at any special meeting called for that purpose, pursuant to notice duly given, by a two-thirds majority vote of the shares of the capital stock of the corporation.

ARTICLE XIV

SHAREHOLDER MEETING

The annual shareholder's meeting shall be held on the second Monday of August at 7:00 p.m., at the company offices or at such other date and place as may be prescribed by the Board of Directors.

ARTICLE XV

DIRECTORS, OFFICERS AND SHAREHOLDERS LIABILITY

The private property of the Directors, Officers and shareholders of the corporation shall not be liable for any of its debts or obligations. The corporation shall indemnify the directors, officers and shareholders of the corporation to the fullest extent allowed by law for any debts and obligations of the corporation. Specifically, and without limiting the generality of the foregoing, the Corporation shall indemnify and save all Directors and Officers of the Corporation harmless from any and claims by the Corporation or its shareholders for any action taken by the Directors or Officers in good faith and with the care an ordinarily prudent person would exercise under similar circumstances and in a manner the Director or Officer believes to be in the best interest of the Corporation, except for liability for the amount of a financial benefit received by a Director or Officer to which he or she is not entitled, an intentional infliction of harm on the Corporation or its Shareholders, or a violation of the Act, or an intentional violation of the criminal laws of this state or the federal government.

ARTICLE XVI

BYLAWS

The Board of Directors shall have the power to adopt such Bylaws not inconsistent with law or with these Articles of Incorporation, as the Board shall deem necessary and expedient for the management of the business of the corporation.

ARTICLE XVII

NOTICE

Notice of annual meetings shall be given at least 10 days prior to the date of the annual meeting.

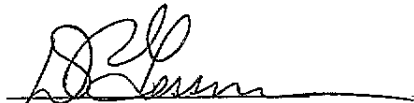
Special meetings and the location thereof may be called by the President, or by a majority of the Directors, and must be called by the President if requested by Shareholders owning one-fourth (¼) or more of the outstanding stock of the corporation. Notice of special shareholder meetings shall be given as prescribed in the Bylaws.

ARTICLE XVIII

DIVIDENDS


In the event dividends are paid by the Corporation, any such dividends will be paid equitably and in proportion to each Shareholder's ownership interest in the Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator having respectively agreed to these Articles of Incorporation and have hereunto set his hand this 15th. day of October, 1999.


Donald R. Gessner

REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the corporation at the place designated in this certificate, I hereby accept my 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 obligations of my position as Registered Agent.


Donald R. Gessner

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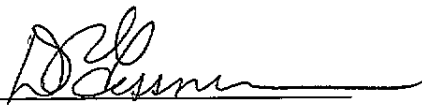
VERIFICATION

State of Florida)
County of Citrus)

Donald R. Gessner being first duly sworn upon oath, depose and say:

That he is the incorporator of the above referenced corporation, and hereby verifies that the Articles of Incorporation have been duly adopted by the incorporator at a meeting duly called for that purpose.

Dated this 15th day of October, 1999.


Donald R. Gessner
Incorporator

SUBSCRIBED AND SWORN TO before me this 15th day of October 1999.

Marina C. Taylor
Residing at: *2600 W. Black Diamond Circle, Lecanto FL 34461*

My Commission Expires; *6/23/02*

SEAL

