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December 16, 1999

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Kim Winsey-Frey  
7340 Point of Rocks Road  
Sarasota FL 34242

Re: Point of Rocks Management, Inc.

Dear Kim:

Enclosed please find the filing packet for the Florida Department of State. Please sign the original and two copies of the Articles of Incorporation where indicated accepting your position as registered agent. Do not take this package apart, simply mail the entire packet in the enclosed self-addressed stamped envelope.

If you have any questions please call me. Thanks for your assistance with this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "Cheri S. Hill", written over a horizontal line.

Cheri S. Hill  
Senior Vice President

FILED  
99 DEC 22 PM 12:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T BROWN DEC 29 1999

**Articles of Incorporation**  
**of**  
**Point of Rocks Management, Inc.**  
**A Florida Business Corporation**

**FILED**  
99 DEC 22 PM 12:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I. Name. The name of the Corporation is Point of Rocks Management, Inc.

ARTICLE II. Purpose.

The purpose for which this Corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the laws of Florida, as they may be amended from time to time.

ARTICLE III. Authorized Capital.

That the total number of voting common stock authorized that may be issued by the Corporation is **TWENTY FIVE THOUSAND (25,000)** shares of stock with **NO PAR VALUE**, and no other class of stock shall be authorized. Said shares may be issued by the corporation from time to time by the Board of Directors.

ARTICLE IV. Principal Office.

The principal place of business and mailing address of this corporation shall be:  
7340 Point of Rocks Road  
Sarasota FL 34242

ARTICLE V. Registered Agent.

The name and Florida street address of the initial registered agent is:

Kim Winsey-Frey  
7340 Point of Rocks Road  
Sarasota FL 34242

ARTICLE VI. Board of Directors.

The initial board of directors shall consist of one (1) Director. The name and address of the person who is to serve as the director until the first annual meeting of shareholders or until her successor is elected and qualifies is:

<u>Name</u>	<u>Address</u>
Kim Winsey-Frey	7340 Point of Rocks Road Sarasota FL 34242

The number of persons to serve on the board of directors thereafter shall be fixed by the Bylaws.

ARTICLE VII. Incorporators.

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Cheri S. Hill	1135 Terminal Way #209 Reno, NV 89502

ARTICLE VIII. Indemnification of Officers, Directors, Employees and Agents.

The Corporation shall indemnify any person who incurs expenses or liabilities by reason of the fact he or she is or was an officer, director, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law.

ARTICLE IX. Limitation of Liability.

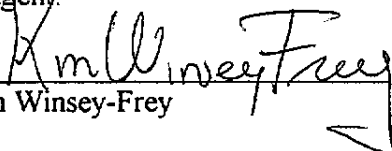
To the fullest extent permitted by the laws of the State of Florida, as the same exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for any action taken or any failure to take any action as a director. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or omission of a director of the Corporation occurring prior to such repeal, amendment or modification.

EXECUTED on December 16, 1999 by all of the incorporators.

Signed:   
Cheri S. Hill

**Acceptance of Appointment by Registered Agent**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the 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.

Signed:   
Kim Winsey-Frey

December 16, 1999