

4/12/96

((H96000005198))

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

ELECTRONIC FILING COVER SHEET

FROM: GRIMES, GOEBEL, GRIMES & HAWKINS, P.
P.O. DRAWER 1550

BRADENTON FL 32406-000000

CONTACT: JOHN F JEWELL
PHONE: (941) 748-0151
FAX: (941) 748-0150

((H96000005198))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: PAGE OF MANATEE CO., INC.

FAX AUDIT NUMBER: H96000005198
DATE REQUESTED: 04/12/1996
CERTIFIED COPIES: 1
NUMBER OF PAGES: 5
ESTIMATED CHARGE: \$131.25

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CERTIFICATE OF STATUS: 1
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ACCOUNT NUMBER: 072460000742

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SERIALIZED FILED
APR 12 1996
FBI - TALLAHASSEE

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 1993
 TALLAHASSEE
 FLORIDA

ARTICLES OF INCORPORATION
OF
PACE OF MANATEE CO., INC.

The undersigned incorporator, hereby makes, subscription, acknowledges and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I. CORPORATE NAME

The name of this corporation shall be **PACE OF MANATEE CO., INC.** The Principal office and mailing address of the corporation shall be 4120 61st Avenue Terrace West, Bradenton, Florida 34210.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted and carried on by the corporation is to engage in any lawful act and activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III. CAPITAL STOCK

The total authorized capital stock of the corporation shall be 1000 shares of common stock having a nominal or par value of 10/100 Dollars (\$0.10) per share.

ARTICLE IV. TERMS OF EXISTENCE

This corporation shall have perpetual existence, commencing upon the filing of these Articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The street address of the initial registered office of this corporation shall be 1023 Manatee Avenue West, Bradenton, Florida 34205, and the initial registered agent will be William S. Galvano. The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida and/or select a new registered agent.

ARTICLE VI. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is William S. Galvano, whose address is 1023 Manatee Avenue West, Bradenton, Florida 34205.

William S. Galvano, Esquire; FL Bar #966487
 Grimes, Goebel, Grimes & Hawkins, P.A.
 1023 Manatee Avenue West
 Bradenton, Florida 34205
 Telephone: (941) 748-0151; Fax: (941) 748-0158

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ARTICLE VII. BOARD OF DIRECTORS

This corporation shall have one (1) director(s) initially. The number of Directors may be increased or diminished from time to time by by-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIII. INITIAL DIRECTORS

The names of the initial Director of this corporation and his street address is:

Name	Address
Charlon McCarthy	4120 61st Avenue Terrace West Bradenton, Florida 34210

ARTICLE IX. OFFICERS

The executive officers of this corporation shall be a President, a Vice President, a Secretary, and a Treasurer. Any person may hold two or more offices. The corporation may also have such other officers and agents as may be deemed necessary and all such officers and agents shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed by the by-laws or determined by resolution of the Board of Directors not inconsistent with the by-laws.

ARTICLE X. AMENDMENT

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein upon stockholders, directors and officers are subject to this reserve power.

ARTICLE X. PREEMPTIVE RIGHTS


Every shareholder, upon the sale of any unissued stock of this corporation for cash, assets or other consideration, shall have the right to purchase its pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI. AFFILIATED TRANSACTIONS

The corporation elects not to be governed by the provisions of Section 607.0901, Florida Statutes (1993), regarding affiliated transactions.

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IN WITNESS WHEREOF, I, the undersigned Incorporator, for the purposes of forming a corporation for profit pursuant to the laws of the State of Florida, do make, subscribe and acknowledge this certificate and I have herunto duly executed the foregoing Articles of Incorporation to be filed in the office of the Secretary of State of Florida, for the purposes therein set forth.




WILLIAM S. GALVANO

STATE OF FLORIDA
COUNTY OF MANATEE

BEFORE ME, the undersigned authority, personally appeared WILLIAM S. GALVANO, known to me and known to be the person making, subscribing and acknowledging the foregoing Articles of Incorporation to be his/her free act and deed for the purposes and uses therein set forth. He is personally known to ~~me~~ or produced ~~an identification~~ and did () did not () take an oath.

SWORN TO AND SUBSCRIBED before me this the 12th day of April, 1996.



Signature of Notary Public
CAROL E. DIXON

Printed Name of Notary Public

Serial / Commission Number
My Commission Expires:



CAROL E. DIXON
My Commission: CD44864
Expires Mar. 10, 1998
Bonded by ANS
800-852-6678

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
SERVICE OF PROCESS WITH THIS STATE, NAMED AGENT
UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

PAGE OF MANATEE CO., INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 4120 61st Avenue Terrace West, Bradenton, Florida 34210, with WILLIAM S. GALVANO as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



WILLIAM S. GALVANO
Registered Agent

DATED this the 12th day of April, 1996.

FILED
96 APR 12 PM 2:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**GRIMES GOEBEL GRIMES
HAWKINS & GLADFELTER P.A.**
ATTORNEYS AT LAW

William C. Grimes
Caleb J. Grimes
John D. Grimes
Leslie H. Grimes
William S. Galvano
Douglas M. Grimes

E. C. Grimes 1888 - 1967
Caleb J. Grimes 1921 - 1991
Leslie H. Grimes 1948-0151
William S. Galvano 941-748-0158

PA6000032202

December 27, 1996

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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*****35.00 *****35.00

Re: Pace of Manatee Co., Inc.

Dear Sir or Madam:

Enclosed please find a Statement of Change of Registered Office or Registered Agent or Both for Corporation to be filed with the Secretary of State with regard to the above-referenced corporation. You will also find enclosed a check in the amount of \$35.00 in payment of the filing fee.

Thank you for your attention to this matter. Should you have any questions, please do not hesitate to contact me.

Sincerely,

GRIMES GOEBEL GRIMES HAWKINS
& GLADFELTER, P.A.

By: 
William S. Galvano

WSG/cd
Enclosure

cc: Pace of Manatee Co., Inc.

APPROVED
AND
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
55 DEC 30 11:19:25

WSG
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RAEM
12-30-96

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of section 607.0502 or 607.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: Pace of Manatee Co., Inc.

1a. Date of Incorporation April 12, 1996 Document number P96000032202

2. The name and address of the current registered agent and office:
William S. Galvano, 1023 Manatee Avenue West, Bradenton, FL 34205

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)
Charles McCarthy, 4120 61st Avenue Terrace West, Bradenton, FL 34210

The street address of its registered agent and the street address of the business office of its registered agent as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

SIGNATURE Charles McCarthy
(name and title)

DATE 6/10/96

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE Charles McCarthy
(Registered Agent)

DATE 12/18/96

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

CR2E045 (7-90)

FILING FEE: \$35.00

56 DEC 30 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED