

FROM

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01.08.96 10:27/10:28 3560

1/08/96

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FROM: MARGARET ADAMS & CRISER, P.A.

DEPARTMENT OF STATE

50 N LAURA ST

STATE OF FLORIDA

3400 BARNETT CENTER

409 EAST GAINES STREET

JACKSONVILLE FL 32202-

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: GEOFFREY MODDEN & ASSOCIATES, INC.

FAX AUDIT NUMBER: H96000000322

CURRENT STATUS: REQUESTED

DATE REQUESTED: 01/08/1996

TIME REQUESTED: 10:00:09

CERTIFIED COPIES: 0

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 6

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$70.00

ACCOUNT NUMBER: 076226003514

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Articles of Incorporation

of

GEOFFREY BODDEN & ASSOCIATES, INC.

ARTICLE I

Name and Duration

The name of the Corporation is Geoffrey Bodden & Associates, Inc. The duration of the Corporation is perpetual. This Corporation shall begin its corporate existence as of the 1st day of January, 1996.

ARTICLE II

Principal Office

The address of the principal office of the Corporation in the State of Florida is 6337 Jack Wright Island Road, in the City of St. Augustine 32092.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 6337 Jack Wright Island Road, in the City of St. Augustine, County of St. Johns. The name of the registered agent at such address is Geoffrey Bodden.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

Prepared by Peter O. Larsen, Esq.
Mahoney Adams & Crisler, P.A.
P. O. Box 4099
Jacksonville, FL 32201
(904) 354-1100
Attorney No. 0349146

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2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is One Thousand (1,000) shares of Common Stock ("Common Stock") \$0.01 per value per share.

ARTICLE VI

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

Name

Address

RAX CO.

c/o Mahoney Adams & Criser, P.A.
3400 Barnett Center
Jacksonville, FL 32202

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The name and mailing address of the person who shall serve as the sole director of the Corporation until the first annual meeting of the shareholders is as follows:

Name

Address

Geoffrey Bodden

6337 Jack Wright Island Road
St. Augustine, FL 32092

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ARTICLE VIII

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 statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

Indemnification

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

ARTICLE XI

Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

FROM

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DATED at Jacksonville, Duval Florida, this 5th day of January, 1996.

RAX CO., a Florida corporation

By: Ralph R. Wickerham
Ralph R. Wickerham, Vice President

FROM

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REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That Geoffrey Bodden & Associates, Inc., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Jacksonville, County of Duval, State of Florida, has named Geoffrey Bodden, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

RAX CO., a Florida corporation

By: Ralph R. Wickham
Ralph R. Wickham, Vice President

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said statute relative to keeping open said office, and further state I am familiar with §607.0501, Florida Statutes.

Geoffrey Bodden
Geoffrey Bodden, Registered Agent

DATED: January 5, 1996

cc:lexi@coflaw.com;lexi@bodden.net

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TALLAHASSEE, FLORIDA