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LAW OFFICES OF
RONALD F. BENNETT
A PROFESSIONAL ASSOCIATION

348 EAST ADAMS STREET
JACKSONVILLE, FLORIDA 32202

FAX (904) 355-2800
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January 28, 2000

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

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-02/08/00--01058--006
*****122.50 *****78.75

RE: Articles of Incorporation for **C & S Investments of North Florida, Inc.**

Dear Sir:

Enclosed herewith are the Articles of Incorporation for **C & S Investments of North Florida, Inc.** to be to filed in your office. Also enclosed is our firm's check in the amount of \$122.50 as and for the filing fee and certified copy cost.

Please return the certified copy and other documents directly to Ronald F. Bennett, Esquire, 348 East Adams Street, Jacksonville, Florida 32202.

Thank you for your assistance in this matter.

Sincerely,



Ronald F. Bennett

RFB:yah
Enclosures

FILED
00 FEB - 8 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
00 FEB -8 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
C & S INVESTMENTS OF NORTH FLORIDA, INC.

We, the undersigned, do hereby form a corporation, and for such purpose we hereby make, execute, and adopt the following Articles of Incorporation.

ARTICLE I

Name

The name of this corporation shall be: **C & S Investments of North Florida, Inc.**

ARTICLE II

Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III

Duration

The term for which this corporation shall exist shall be perpetual commencing on the date of acceptance and filing of these articles by the Florida Department of State.

ARTICLE IV

Capital Stock

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V

Incorporators

The name and address of the person signing these articles is:

Claudia S. Chitwood
2865 Sutton Estate Circle North
Jacksonville, FL 32223

ARTICLE VI

By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors, subject to the approval of the shareholders.

ARTICLE VII

Preemptive Rights

No holder of any shares of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of the corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VIII

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 2865 Sutton Estate Circle North, Jacksonville, Florida 32223, and the name of the initial registered agent of this corporation at this address is Claudia S. Chitwood.

ARTICLE IX

Principal Mailing Address

The principal mailing address of the Corporation shall be 2865 Sutton Estate Circle North, Jacksonville, FL 32223.

ARTICLE X

Initial Board of Directors

This corporation shall have two(2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws. The names and addresses of the initial director(s) of this corporation are:

Claudia S. Chitwood
2865 Sutton Est. Circle North
Jacksonville, FL 32223

Wallace Stephen Smith
2105 Park Avenue, Suite 25
Orange Park, FL 32073

ARTICLE XI

Officers

The names and addresses of the officers of this corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed and have qualified are as follows:

Secretary/Treasurer: **Wallace Stephen Smith**
2105 Park Avenue, Suite 25
Orange Park, FL 32073

President: **Claudia S. Chitwood**
2865 Sutton Estate Circle North
Jacksonville, FL 32223

ARTICLE XII

Shareholders Quorum and Voting

Fifty-one percent(51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

ARTICLE XIII

Indemnification

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

ARTICLE XIX

Amendment

This corporation through its shareholders reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 28th day of January, 2000.

Claudia S. Chitwood
CLAUDIA S. CHITWOOD

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared CLAUDIA S. CHITWOOD, who produced her driver's license as identification, who executed the foregoing Articles of Incorporation, and acknowledged before me that she executed the same for the purposes therein described.

WITNESS my hand and official seal this 28th day of January, 2000, at Jacksonville, Duval County, Florida.

Yvette A. Hostetter
Notary Public, State of Florida
COMMISSION # CC784757 EXPIRES
October 20, 2002
BONDED THRU TROY FARM INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED


FILED
00 FEB -8 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

First, that **C & S INVESTMENTS OF NORTH FLORIDA, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Jacksonville, County of Duval, State of Florida, has named Claudia S. Chitwood, 2865 Sutton Estate Circle North, Jacksonville, Florida 32223, 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 the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping said office open.



CLAUDIA S. CHITWOOD

Resident Agent