

PO00000038959

305 A1A Beach Boulevard
St. Augustine Beach, FL 32084
April 10, 2000

Office of the Secretary of State
Attn: Corporate Division
Tallahassee, Florida

700003206157--7
-04/12/00--01078--006
*****78.75 *****78.75

Re: Proposed Charter for SH & D INVESTMENT, INC.

Gentlemen:

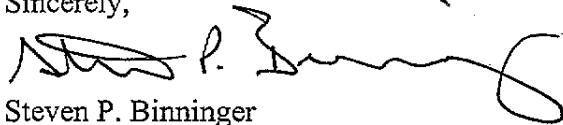
Enclosed is a proposed charter for the above named corporation, along with a certificate designating the registered agent and place of business.

Also, enclosed is a check/money order for \$78.75 for the following charges and fees:

Filing and receiving charter	\$ 35.00
Certified copy of charter	8.75
Registered Agent fee	<u>35.00</u>
Total	<u>\$ 78.75</u>

If additional information is needed or if additional charges are to be made, please contact me at the above address. Please issue the charter for the corporation and return to me a certified copy of the charter to the above stated address.

Sincerely,


Steven P. Binninger

SPBjb

Enclosures

FILED
00 APR 12 PM 5:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN APR 18 2000

ARTICLES OF INCORPORATION
OF
SH & D INVESTMENT, INC.

FILED
00 APR 12 PM 5:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, for the purpose of forming a corporation for Profit under the laws of Florida, hereby adopt the following Articles of Incorporation:

Article I - Name

The name of this corporation is SH & D INVESTMENT, INC.

Article II - Nature of Business

1. The general nature of the business to be transacted by this corporation is any business activity authorized by the State of Florida, including but not limited to:

- (a) to manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.
- (b) to conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.
- (c) to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

- (d) to purchase the corporate assets of any other corporation and engage in the same or other character of business.
- (e) to endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.
- (f) to become guarantor or surety for any other person, firm, or corporation for any purpose or transaction whatsoever.
- (g) to make gifts of its property or cash, either to charitable organizations or otherwise, when deemed in the interest of the company.
- (h) to adopt such pension, profit sharing, stock option, and deferred compensation plans for officers, employees, and directors and to grant such stock options to officers, employees, directors and others as the directors may deem to be in the best interest of the company.
- (i) to enjoy all of the powers now or hereafter conferred upon corporations by the statutes and laws of the State of Florida.

2. The foregoing shall be construed as both objects and powers. The enumeration of specific powers and purposes is not intended to restrict or limit in any way the powers or purposes of this corporation.

Article III - Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 7,500 shares of \$1.00 Par value common stock. The Board of Directors is authorized to issue "Section 1244 Stock", as defined by Section 1244 of the Internal Revenue Code.

Article IV - Initial Capital

The amount of capital with which this corporation will begin business is Five Hundred and no/100 Dollars (\$500.00).

Articles V - Term

This corporation shall have perpetual existence.

Article VI - Address

The post office address of the principal office of this corporation in the State of Florida is:

305 A1A Beach Boulevard
St. Augustine Beach, FL 32084

The Board of Directors may from time to time move the office to any other place in Florida.

Article VII - Directors

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one.

Article VIII - Initial Directors

The names and post office addresses of the members of the first Board of Directors of the corporation are:

<u>Name</u>	<u>Address</u>
Steven P. Binninger	305 A1A Beach Boulevard St. Augustine Beach, FL 32084
Henry F. Green, III	2 Charles Street St. Augustine, FL 32095

Article IX - Subscribers

The names and post office addresses of the subscribers of these Articles are:

<u>Name</u>	<u>Address</u>
Steven P. Binninger	305 A1A Beach Boulevard St. Augustine Beach, FL 32084
Henry F. Green, III	2 Charles Street St. Augustine, FL 32095

Article X - Registered Office and Registered Agent

The initial registered agent for the corporation is

Steven P. Binninger

and the initial registered office for that agent and the corporation is 305 A1A Beach Boulevard, St. Augustine Beach, FL 32084.

Article XI - Preemptive Rights for Shareholders

All shareholders of stock in the corporation shall have preemptive rights.

Article XII

1. This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, and any right conferred upon the stockholders is subject to this reservation.
2. The initial by-laws of this corporation shall be adopted by the directors. The by-laws may be amended from time to time by either the stockholders or the directors, but the directors may not alter or amend any by-law adopted by the stockholders.
3. Ownership of stock shall not be required to make any person eligible to hold office either as an officer or director of this corporation.
4. The stockholders may, by by-law provision or by stockholders' agreement, recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

5. Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present in person or by proxy at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.
6. Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors of the corporation, which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.
7. The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as Directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Article XIII

The corporation shall indemnify any director, officer, or employee, or former director, officer, or employee of the corporation, or any person who may have served at its request as a director, officer, or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. The corporation may also reimburse to any director, officer, or employee the reasonable costs of settlement of any such action, suit, or proceeding, if it shall be found by a majority of a committee composed of the directors not involved in the matter in controversy (whether or not a quorum) that it was to the best interests of the corporation that such settlement be made and that such director, officer, or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to

which such director, officer, or employee may be entitled under any by-law, agreement, vote of shareholders, or otherwise.

IN WITNESS WHEREOF we have hereunto set our hands and seals this 10th day of April, A. D., 2000.

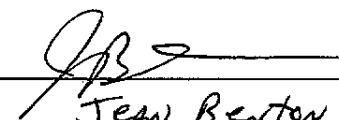
 (SEAL)
STEVEN P. BINNINGER

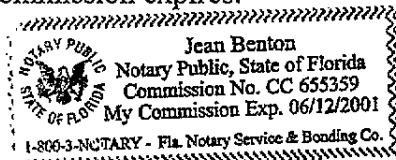
 (SEAL)
HENRY F. GREEN, III

STATE OF FLORIDA
COUNTY OF ST. JOHNS

I hereby certify that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared STEVEN P. BINNINGER & HENRY F. GREEN, III, who are personally known to me, and known to me to be the persons described as the subscribers in and who executed the foregoing Articles of Incorporation, and they acknowledged to and before me and did take an oath that they subscribed to the foregoing Articles of Incorporation.

WITNESS my hand and official seal at the County and State last named above, this 10th day of April, A. D., 2000.


Jean Benton
Notary Public, State of Florida.
Commission No.:
My Commission expires:



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 APR 12 PM 5:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


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

First--That SH & D INVESTMENT, 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 St. Augustine Beach, County of St. Johns, State of Florida, has named STEVEN P. BINNINGER located at 305 A1A Beach Boulevard, City of St. Augustine Beach, County of St. Johns, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named corporation at 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 open said office.

BY:


STEVEN P. BINNINGER
(Registered Agent)