

PO0000040186

CAROLYN GRADY, INC.
4273 SUMMER TRACE
FERNANDINA BEACH, FL 32034

APRIL 11, 2000

DEAR SECRETARY OF STATE:

PLEASE FIND ENCLOSED TWO COPIES OF THE CORPORATION PAPERS FOR CAROLYN GRADY, INC. AND A CHECK FOR \$70.00. PLEASE STAMP ONE OF THE COPIES OF THE CORPORATION PAPERS WITH A FILED DATE STAMP AND RETURN IT TO THE ADDRESS LISTED ABOVE. IF YOU HAVE ANY QUESTIONS YOU CAN CONTACT MY ACCOUNTANT, DIANA LEBEAU, AT 904-317-4784.

SINCERELY,

Carolyn S. Grady

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CAROLYN GRADY, INC.

THE UNDERSIGNED INCORPORATOR OF THESE ARTICLES OF INCORPORATION IS A NATURAL PERSON COMPETENT TO CONTRACT AND HEREBY FORM A CORPORATION FOR PROFIT UNDER THE GENERAL CORPORATION ACT AND OTHER LAWS OF THE STATE OF FLORIDA.

ARTICLE I. NAME

THE NAME OF THIS CORPORATION IS CAROLYN GRADY, INC.

ARTICLE II. COMMENCEMENT

THIS CORPORATION WILL EXIST EFFECTIVE MAY 1, 2000.

ARTICLE III. DURATION

THIS CORPORATION IS TO EXIST PERPETUALLY.

ARTICLE IV. PURPOSE

THIS CORPORATION IS ORGANIZED FOR THE PURPOSE OF TRANSACTING ANY OR OR ALL LAWFUL BUSINESS.

ARTICLE V. CORPORATION POWERS

THIS CORPORATION SHALL HAVE THE POWER TO DO ANYTHING NECESSARY AND PROPER FOR THE ACCOMPLISHMENT OR FURTHERANCE OF ANY PURPOSES OR OBJECTS OF THIS CORPORATION ENUMERATED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT THEREOF, NECESSARY OR INCIDENTAL TO THE ACCOMPLISHMENT OR FURTHERANCE OF THE PURPOSES OR OBJECTS OF THIS CORPORATION AND TO HAVE, IN FURTHERANCE OF THE CORPORATE PURPOSE, ALL OF THE POWERS CONFERRED UPON CORPORATIONS ORGANIZED UNDER THE FLORIDA GENERAL CORPORATION ACT.

ARTICLE VI. CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO ISSUE IS 100 SHARES OF COMMON STOCK HAVING A PAR VALUE OF \$ 1.00 PER SHARE. THE BOARD OF DIRECTORS IS AUTHORIZED TO ISSUE "SECTION 1244 STOCK" AS DEFINED BY SECTION 1244 OF THE INTERNAL REVENUE CODE.

ARTICLE VII. INITIAL PRINCIPAL OFFICE, REGISTERED OFFICE

AND AGENT

THE ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION IS 4273 SUMMER TRACE, FERNANDINA BEACH, FL 32034. THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS: 4273 SUMMER TRACE, FERNANDIANA BEACH, FL 32034; AND THE NAME OF THE INITIAL REGISTERED AGENT AT THAT ADDRESS IS CAROLYN GRADY. THE STOCKHOLDERS SHALL HAVE THE POWER TO ESTABLISH BRANCH OFFICES, AND TO MOVE THE PRINCIPAL OFFICE TO ANY OTHER ADDRESS IN FLORIDA.

ARTICLE VIII. INCORPORATOR

THE NAME AND ADDRESSES OF THE PERSON SIGNING THESE ARTICLES IS:

CAROLYN GRADY
4273 SUMMER TRACE
FERNANDINA BEACH, FL 32034

ARTICLE IX. MANAGEMENT OF CORPORATION BY SHAREHOLDERS

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF, AND THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTION OF, THE SHAREHOLDERS OF THIS CORPORATION.

ARTICLE X. CALLING OF SPECIAL MEETINGS

SPECIAL MEETINGS OF SHAREHOLDERS OF THIS CORPORATION SHALL HAVE THE SOLE POWER TO ADOPT, AMEND OR REPEAL BY-LAWS FOR THE MANAGEMENT OF THIS CORPORATION, AND THE DUTIES OF THE OFFICERS SHALL BE PRESCRIBED BY SUCH BY-LAWS.

ARTICLE XI. INITIAL DIRECTORS

THE NAMES AND POST OFFICE ADDRESSES OF THE MEMBERS OF THE FIRST BOARD OF DIRECTOR/S OF THIS CORPORATION IS/ARE:

1. CAROLYN GRADY: 4273 SUMMER TRACE
FERNANDINA BEACH, FL 32034

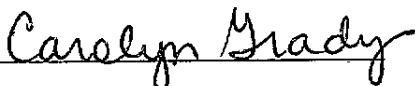
ARTICLE XII. INITIAL OFFICERS AND SUBSCRIBERS

THE NAMES AND POST OFFICE ADDRESSES OF THE OFFICER/S WHO IS/ARE TO SERVE UNTIL THE FIRST ELECTION UNDER THE ARTICLES OF INCORPORATION IS/ARE AS FOLLOWS:

PRESIDENT: CAROLYN GRADY: 4273 SUMMER TRACE
FERNANDINA BCH, FL 32034

ARTICLE XIII. AMENDMENT

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. IN WITNESS WHEREOF THE UNDERSIGNED SUBSCRIBERS HAVE EXECUTED THESE ARTICLES OF INCORPORATION ON APRIL 11, 2000.



CAROLYN GRADY

FILED
00 APR 17 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

IN PURSUANCE OF FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED IN COMPLIANCE
WITH SAID ACT:

FIRST, THAT CAROLYN GRADY, INC., DESIRING TO ORGANIZE UNDER THE LAWS OF THE
STATE OF FLORIDA WITH ITS PRINCIPAL OFFICE, AS INDICATED IN

THE ARTICLES OF INCORPORATION AT THE CITY OF FERNANDINA BEACH, FL HAS NAMED:

CAROLYN GRADY LOCATED AT: 4273 SUMMER TRACE, FERNANDINA BEACH, FL 32034 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.



CAROLYN GRADY