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ATTORNEYS AND COUNSELORS AT LAW
4001 NEWBERRY ROAD, SUITE G-1
GAINESVILLE, FLORIDA 32607-2380

PETER WARD
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†PETER HAY WARD — Of Counsel
Admitted FL & GA

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HAMILTON WARD (1829-1898)
HAMILTON WARD, JR. (1871-1932)
HAMILTON WARD, III (1905-1981)
JOHN C. WARD (1906-1970)

April 20, 2000

Secretary of State
Division of Corporations
George Firestone Bldg.
409 E. Gaines Street
Tallahassee, FL 32399

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Dear Sir or Madam:

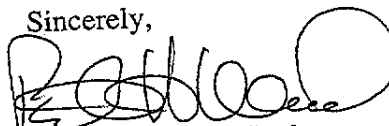
Enclosed for filing please find:

- (1) Articles of Incorporation for BHG, Inc.
- (2) Acceptance of appointment as Registered Agent at Registered Office (numbered as page 5 of Articles of Incorporation)
- (3) Attorney Check in the amount of seventy dollars (\$70.00) to cover fees and charges due the Secretary of State [filing fee for the Articles (\$35.00) and designation of Registered agent/office (\$35.00)].

Please return the certificate of incorporation and cover letter to my letterhead address.

Thank you for your prompt attention.

Sincerely,


Peter Hamilton Ward

PHW:a
Encl: AS

AUTHORIZATION BY PHONE TO

CORRECT Name

DATE 4/25/00

DOC. EXAM Te

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 APR 21 AM 9:46

FILED

† BROWN APR 25 2000

ARTICLES OF INCORPORATION

OF

BHG SERVICES, INC.

FILED
00 APR 21 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I NAME

The name of the corporation is:

BHG SERVICES, INC.

ARTICLE II TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE III NATURE AND PURPOSE OF BUSINESS

The purpose for which this corporation is organized is to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV GENERAL POWERS

This corporation shall have the following powers as well as such broader powers as the State of Florida shall from time to time authorize by statute or common law:

- (1) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (2) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, including without limitation franchise agreement(s), wherever situated.
- (3) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (4) To lend money to, and use its credit to assist its officers and employees, including any officer or employee who is a director of the corporation or a subsidiary, whenever, in the judgment of the director (s), such loan, guaranty, or assistance may reasonably be expected to benefit the corporation. The loan, guaranty, or other assistance may be with or without interest and may be

Articles of Incorporation, BHG SERVICES, INC.

unsecured or secured in such manner as the Board of Directors shall approve, including, without limitation, a pledge of shares of stock of the corporation. Nothing herein shall be deemed to deny, limit, or restrict the powers of guaranty or warranty of the corporation at common law or under any statute.

- (5) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental, district, or municipality or of any instrumentality thereof.
- (6) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- (7) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (8) To conduct its business, carry on its operations, and have offices and exercise the powers granted by Florida statute within or without Florida.
- (9) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
- (10) To make and alter By-Laws, not inconsistent with these Articles of Incorporation or with the laws of Florida, for the administration and regulation of the affairs of the corporation.
- (11) To make donations for the public welfare or for charitable, scientific, or educational purposes.
- (12) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.
- (13) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees.
- (14) To be a promoter, incorporator, general partner, limited partnership, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.
- (15) To sue and be sued, complain, and defend in its corporate name.

Articles of Incorporation, BHG SERVICES, INC.

- (16) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.
- (17) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V INITIAL CORPORATE ADDRESS/MAILING ADDRESS

The mailing address and the initial address of the corporation is: 9505 S.W. 37th Lane, Gainesville, Florida 32608

ARTICLE VI CAPITAL STOCK

The corporation shall have authority to issue ten thousand (10,000) shares of common stock all of one class, with a par value of one dollar (\$1.00) per share. No preemptive rights are to be granted shareholders. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. Holders of the outstanding capital stock shall be entitled to receive, when and as declared by the board of directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

ARTICLE VII REGISTERED OFFICE

The initial street address in Florida of the initial registered office of the corporation is: 9505 S.W. 37th Lane, Gainesville, Florida 32608 and the name of the initial registered agent at such address is Joel M. Briles.

ARTICLE VIII DIRECTORS

The board of directors shall consist of from 1-7 directors as may be more specifically stated in the By-Laws of the corporation. Directors need not be residents of the State of Florida nor shareholders of the corporation. The name and address of the persons who shall serve as directors until the first annual meeting of shareholders and until their successor shall have been elected and qualified, or until their earlier resignation or death, is as follows:

Robert J. Hinton, 8976 S.W. 44th Lane, Gainesville, Florida 32608
Joel M. Briles, 9505 S.W. 37th Lane, Gainesville, Florida 32608
Darren Grafft, 31790 US Hwy 19N, Unit 113, Palm Harbor, Florida 34684

ARTICLE IX INITIAL INCORPORATOR

The name and address of the initial incorporator is as follows:

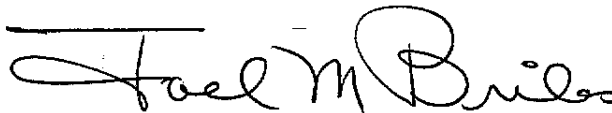
Joel M. Briles, 9505 S.W. 37th Lane, Gainesville, Florida 32608

Articles of Incorporation. BHG SERVICES, INC.

ARTICLE X AMENDMENTS

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders meeting, with not less than a majority vote of the issued and outstanding common shares.


IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed of these Articles of Incorporation at Gainesville, Florida, on this April 20, 2000.


Incorporator

STATE OF FLORIDA)
)SS
COUNTY OF ALACHUA)

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 Joel M. Briles, who produced a Florida Driver's Licence as identification showing him to be the person described and who subscribed the above Articles of Incorporation, and did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal in the state and county named above this April 20, 2000.


Peter Hamilton Ward
Notary Public, State of Florida
My Commission Expires June 1, 2002
Commission No. CC 723710



Peter Hamilton Ward
MY COMMISSION # CC723710 EXPIRES
June 1, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

Articles of Incorporation. BGH SERVICES, INC.

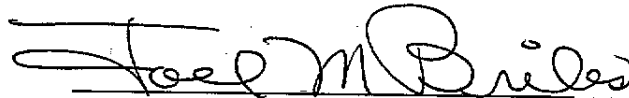
FILED
00 APR 21 AM 9:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Acceptance by Registered Agent

Secretary of State
Division of Corporations
Charter Section
George Firestone Bldg.
409 E. Gaines Street
Tallahassee, FL 32399

Dear Madam or Sir:

In accordance with Florida Statutes, on April 20, 2000, the undersigned designee of BGH SERVICES, INC. accepts appointment as registered agent at the registered office of the corporation in Florida: 9505 S.W. 37th Lane, Gainesville, Florida 32608.



Joel M. Briles
Registered Agent