

M. KATRINA MUSE

ATTORNEY AT LAW  
19A McMillan Street  
St. Augustine, FL 32084

TELEPHONE  
(904) 24-3355

FACSIMILE  
(904) 824-2786

July 17, 2000

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
409 E. Gaines Street  
Tallahassee, FL 32399  
(904) 487-6052

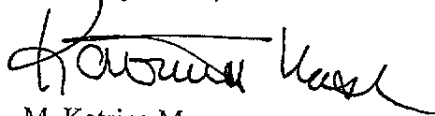
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Dear Sir or Madam,

Enclosed are amended articles of incorporation and the appropriate filing fees. If there is anything that is needed in addition to what is enclosed, please contact this office at your convenience. If there is any problem, please contact us and instruct us as to how you wish us to proceed. Apparently the original articles have not reached your department and I am requesting immediate verification of receipt of these documents in order to verify receipt of same.

Thank you for your time in this matter.

Sincerely Yours,



M. Katrina Muse  
cc: Enclosures

FILED  
00 JUL 21 PM 3:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. SMITH JUL 25 2000

## ARTICLES OF INCORPORATION

OF

CHIP CORLEY, INC.

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00 JUL 21 PM 3:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### ARTICLE I - CHIP CORLEY, INC., 16 Anderson Street, St. Augustine, FL 32095

The name of this corporation is CHIP CORLEY, INC. and its principal place of business shall be located at 16 Anderson Street, St. Augustine, FL 32095.

### ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of the Articles of Incorporation with the Department of State.

### ARTICLE III - PURPOSE

The purpose of the corporation shall be to such extent as a corporation organized under the Florida corporate law of this state may now or hereafter lawfully do, either as principal or agent and either alone or in connection with other corporations, firms or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of these objects herein enumerated, or designed directly or indirectly to promote the interests of this corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights and privileges which a corporation may now or hereafter be organized to do or to exercise under the laws governing corporations of this state or under any act amendatory thereof, supplemental thereto, or substituted therefor, or to otherwise engage in any lawful activity either within or without the state of Florida. The corporation may buy, sell, lease, rent, encumber, deal in or otherwise dispose of real or personal property including retail or wholesale sales, manufacturing, assembling, act as commission merchant, broker, jobber, dealer, import export, or any other lawful business activity without limitation. To do any and all other acts and things as are necessary or convenient to the attainment of the purpose of this corporation and any of them to the same extent as natural persona lawfully might or could do in any part of the world, insofar as such acts are permitted to be done by a corporation organized under the Corporate Law of this state.

### ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 100 shares of common stock at one cent (\$.01) par value, which shall be designated as "Common Shares."

### ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others. The common shares cannot be divisible into classes

#### **ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office address of this corporation is 16 Anderson Street, St. Augustine, FL 32095, and the name of the initial registered agent of this corporation at that address is Chip Corley.

#### **ARTICLE VII - DIRECTORS**

Initially, this corporation shall have one (1) Director who shall serve until his successor(s) shall be elected/appointed at the first meeting of this stockholders and thereafter this corporation shall have no less than one (1) director constituting the Board of Directors. The number of directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial director is as follows:

Chip Corley  
16 Anderson Street  
St. Augustine, FL 32095.

#### **ARTICLE IX - INDEMNIFICATION**

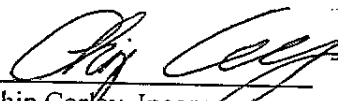
The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No officer or director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote decision or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to perform his duties as an officer or director as provided in §607.0831, Florida Statutes.

#### **ARTICLE X - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of incorporation on the date as signing.

Dated: July 14, 2000

  
Chip Corley, Incorporator

**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In compliance with §48.091, Florida Statutes, the following is submitted:

CHIP CORLEY, INC. desiring to organize or qualify under the laws of the State of Florida, has named M. Katrina Muse, 2200 N. Ponce De Leon Blvd. Suite 11, St. Augustine, FL 32095., as its agent to accept service of process within Florida.

Dated: July 14th, 2000

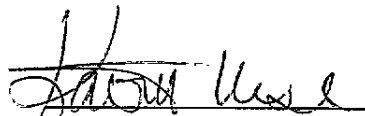
  
Chip Corley, Incorporator

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: July 14<sup>th</sup>, 2000

  
M. Katrina Muse  
Registered Agent and Incorporator