

PO0000084407



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 822276 4351925

AUTHORIZATION :

COST LIMIT : \$ PREPAID

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP -6 PM 4:22

ORDER DATE : September 6, 2000

ORDER TIME : 2:49 PM

ORDER NO. : 822276-005

CUSTOMER NO: 4351925

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-09/07/00-01003--007

1916.25 **78.75

CUSTOMER: Frank J. Yong, Esq
Cone & Yong, P.a.

701 Fisk Street
Suite 110
Jacksonville, FL 32204

DOMESTIC FILING

NAME: DICKEY EDWARDS, INC.

*****FILE FIRST*****

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Darlene Ward - EXT. 1135
EXAMINER'S INITIALS:

RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 SEP -6 PM 3:56

g 9/7/00

Check is payment for
both filings.

EFFECTIVE DATE

9/5/00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 SEP -6 PM 4: 22

ARTICLES OF INCORPORATION

OF

DICKEY EDWARDS, INC.

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 the corporation is **Dickey Edwards, Inc.**

ARTICLE II

Principal Office

The principal office and mailing address of the corporation shall be 4729 U.S. Highway 17, Suite 204, Orange Park, Florida 32003.

ARTICLE III

Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE IV

Nature of Business

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

ARTICLE V

Capital stock

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

(b) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' 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.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 701 Fisk Street, Suite 110, Jacksonville, Florida 32204, and the name of the initial registered agent of this corporation at that address is Frank J. Yong.

ARTICLE VII

Directors

(a) Number. This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VIII

Incorporator

The name and street address of the incorporator of this corporation is:

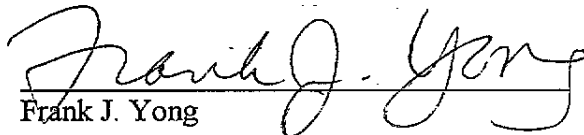
Frank J. Yong, Esquire
Cone & Yong, P.A.
701 Fisk Street, Suite 110
Jacksonville, Florida 32204

ARTICLE IX

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.


IN WITNESS WHEREOF, the incorporator has executed these Articles the 5th day of September, 2000.


Frank J. Yong

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 5th day of September, 2000, by Frank J. Yong, (✓) who is personally known to me or () who produced _____ as identification and who did take an oath.

NOTARY PUBLIC:


Name Printed _____
State of Florida At Large (Seal)
My commission expires:



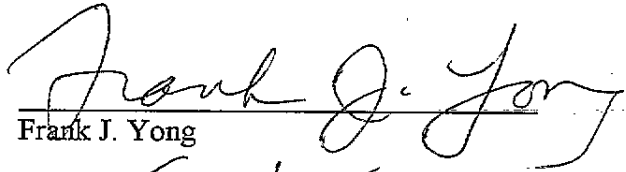
Mary Ellen Long
MY COMMISSION # CC755132 EXPIRES
October 27, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

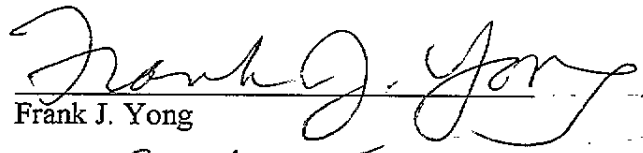
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 SEP - SEP 14 22

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

DICKEY EDWARDS, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER
THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS IN
THE CITY OF ORANGE PARK, STATE OF FLORIDA, HAS NAMED FRANK J. YONG,
LOCATED AT 701 FISK STREET, SUITE 110, JACKSONVILLE, FLORIDA 32204, AS ITS
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


Frank J. Yong
Dated: Sept. 5, 2000

HAVING BEEN NAMED 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, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.


Frank J. Yong
Dated: Sept. 5, 2000