

**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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1.) Strond Services II, Inc.
(CORPORATE NAME & DOCUMENT #)

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3.) _____
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4.) _____
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5.) _____
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SPECIAL INSTRUCTIONS

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 11, 2000

CORPORATE ACCESS, INC.
236 E 6TH AVE
TALLAHASSEE, FL 32303

SUBJECT: STROUD SERVICES II, INC.
Ref. Number: W00000022141

Corrected 9/11

We have received your document for STROUD SERVICES II, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must have a Florida street address. A post office box, personal mail box (PMB), or mail drop-box address is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 700A00047823

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**ARTICLES OF INCORPORATION
OF
STROUD SERVICES II, INC.**

**ARTICLE I
Name**

The name of this corporation is Stroud Services II, Inc.

**ARTICLE II
Purpose**

The general nature of the business or businesses to be transacted is to do all and everything necessary and proper for the accomplishment of the objects necessary or incidental to the benefit and protection of the corporation, and to transact any lawful business and to exercise all powers granted to corporations by the laws of the State of Florida.

**ARTICLE III
Stock**

The maximum number of shares with par value that this corporation is authorized to have outstanding at any one time is One Hundred (100) shares of the par value of One Cent (\$0.01) each.

**ARTICLE IV
Perpetual Existence**

This corporation is to have perpetual existence.

**ARTICLE V
Principal Office; Mailing Address**

The principal office and mailing address of this corporation will be at Post Office Box 1282, Hilliard, Florida 32046, or such other address as the Board of Directors may from time-to-time designate.

**ARTICLE VI
Directors**

The number of its directors shall not be less than one (1) but may be such greater number as may be elected by the stockholders from time to time.

The name and address of the member of the first board of directors, who shall hold office until his successor is elected or appointed is:

<u>NAME</u>	<u>ADDRESS</u>
Barbara A. Stroud	P. O. Box 1282 Hilliard, Florida 32046
James A. Stroud	P.O. Box 1828 Hilliard, Florida 32046
Edward L. Castlen	10917 Key Colony Court Jacksonville, Florida 32218
Jacqueline N. Wilson	10917 Key Colony Court Jacksonville, Florida 32218

ARTICLE VII
Incorporator

The name and address of the sole incorporator of the corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Barbara A. Stroud	P. O. Box 1282 Hilliard, Florida 32046

ARTICLE VIII
Registered Agent


The name of the initial registered agent of this corporation and the street address of the initial registered office of this corporation is

<u>NAME</u>	<u>ADDRESS</u>
Barbara A. Stroud	Murrhee Road Hilliard, Florida 32046

ARTICLE IX
Amendment

This corporation reserves the right to amend, alter, change or repeal any provision contained in its articles of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the sole original incorporator hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Florida, do make, subscribe, acknowledge, and file these articles, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand and seal this 8th day of Sept, 2000.



Barbara A. Stroud, Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the below named corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Stroud Services II, Inc.
2. The name and address of the registered agent and office are:

Barbara A. Stroud
Murrhee Road
Hilliard, Florida 32046

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 ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND 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.

SIGNATURE:


Barbara A. Stroud

DATE: Sept 8, 2000

Stroud Services II, Inc.

**UNANIMOUS WRITTEN CONSENT OF DIRECTORS AND
SHAREHOLDERS IN LIEU OF ORGANIZATIONAL MEETING**

Pursuant to the authority of Sections 607.0205 and 607.704 of the Florida Business Corporation Act, the undersigned, being the sole member of the Board of Directors and the sole Shareholder of Stroud Services II, Inc., a Florida corporation (the "Corporation"), does hereby affirmatively vote for, consent to, adopt, and approve the following resolutions:

RESOLVED, that the Articles of Incorporation of the Corporation as filed with the Florida Secretary of State are hereby ratified and adopted as the Articles of Incorporation for the Corporation; and that a copy is inserted in the minute book of the Corporation;

FURTHER RESOLVED, that the form of stock certificate is approved and adopted as the stock certificate of the Corporation; and that a copy is inserted in the minute book of the Corporation;

FURTHER RESOLVED, that the following persons are hereby elected to the offices set forth below opposite their respective names, each to hold office until his or her successor shall have been chosen and qualified or until his or her earlier resignation or removal:

PRESIDENT -	Barbara A. Stroud
VICE PRESIDENT -	James A. Stroud
TREASURER -	Edward L. Castlen
SECRETARY -	Jacqueline N. Wilson

FURTHER RESOLVED, that the Corporation issue and sell to the following persons for the consideration specified below the number of shares of the Corporation's common stock set forth opposite each person's name; and upon receipt of the consideration for such shares, the shares shall be fully paid and non-assessable;

<u>Name</u>	<u>Number of Shares</u>	<u>Consideration</u>
Barbara A. Stroud	100	\$1.00

FURTHER RESOLVED, that the President or any Vice President of the Corporation may open bank accounts in the name of the Corporation with any bank and may designate such signatory parties thereon as may be deemed necessary or desirable, and any form of corporate resolution which may be required by any bank

in order to effectuate the foregoing intent is hereby deemed adopted, and any appropriate officer of the Corporation may certify the adoption of such resolutions to such bank;

Effective as of the 8th day of Sept, 2000.

Barbara A. Stroud

Barbara A. Stroud, as President
and sole Shareholder

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