

Division of Corporations

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Florida Department of State  
Division of Corporations  
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10/01/00

FLORIDA PROFIT CORPORATION OR P.A.

VARN COMPANY

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ARTICLES OF INCORPORATION  
OF  
VARN COMPANY

ARTICLE I.

CORPORATE NAME

The name of this corporation is VARN COMPANY

ARTICLE II.

INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and the mailing address of this corporation is 601 II Riverside Avenue, Suite 460, Jacksonville, Florida 32204.

ARTICLE III.

COMMENCEMENT OF EXISTENCE

The existence of the corporation shall commence on and these Articles of Incorporation shall be effective as of October 1, 2000.

ARTICLE IV.

CAPITAL STOCK

This corporation is authorized to issue Forty Thousand (40,000) shares of voting common stock with a par value of One Cent (\$0.01) per share, which shares shall be and hereby are designated as "Voting Common Shares," and Ten Thousand (10,000) shares of non-voting common stock with a par value of One Cent (\$0.01) per share, which shares shall be and hereby are designated as "Non-Voting Common Shares." Collectively, the Voting Common Shares and

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the Non-Voting Common Shares shall be referred to as the "Common Shares." Without action time to time for such consideration as may be fixed by the board of directors of this corporation.

ARTICLE V.

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the state of Florida is 601 II Riverside Avenue, Suite 460, Jacksonville, Florida 32204, and the name of the initial registered agent of this corporation at that address is W. Lester Varn, Jr. The board of directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VI.

INCORPORATOR

The name and address of the Incorporator of this corporation is:

W. Lester Varn, Jr.  
601 II Riverside Avenue, Suite 460  
Jacksonville, FL 32204

ARTICLE VII.

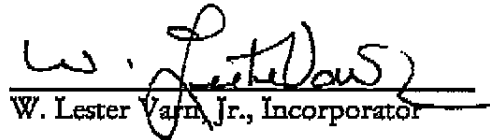
AMENDMENTS AND BYLAWS

These Articles of Incorporation may be amended in the manner provided by law. Either the shareholder(s) or board of directors may repeal, amend, or adopt bylaws for the corporation, pursuant to these articles, except that the shareholder(s) may prescribe in any bylaw made by them that such bylaw shall not be altered, repealed, or amended by the board of directors.

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IN WITNESS WHEREOF, the undersigned, on behalf and in the name of the  
Incorporator, has hereunto set his hand this 28<sup>th</sup> day of September, 2000.

  
W. Lester Varn, Jr., Incorporator

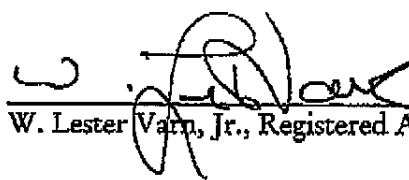
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**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT OF VARN COMPANY**

Pursuant to Section 607.0501, Florida Business Corporation Act, W. Lester Varn, Jr., located at 601 N Riverside Avenue, Suite 460, Jacksonville, Florida, 32204, having been named as registered agent to accept service of process upon VARN COMPANY, hereby accepts the appointment as registered agent, agrees to act in that capacity, and agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties as registered agent, acknowledging hereby that he is familiar with and accepts the obligations of his position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate in Jacksonville, Duval County, Florida on this 28 day of September, 2000.

  
\_\_\_\_\_  
W. Lester Varn, Jr., Registered Agent

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ADMINISTRATIVE SERVICES