



UCC FILING & SEARCH SERVICES, INC.
 526 East Park Avenue
 Tallahassee, Florida 32301
 (850) 681-6528

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 UCC SERVICES
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824808/7875C

December 4, 2000

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Bestar II Inc.

200000111137

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

Retrieval Request

- Photocopy
- Certified Copy

RECEIVED
 12/01/00
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
 DIVISION OF CORPORATIONS
 00 DEC -4 AM 10: 25
 RECEIVED
 00 DEC -4 AM 10: 02

NEW FILINGS	
X	Profit
	Non Profit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

100003484131--1
 12/04/00--01052--003
 78.75 **78.75

T. SMITH DEC 04 2000
 T. SMITH DEC 04 2000

ARTICLES OF INCORPORATION
OF
BESTAR II, INC.

EFFECTIVE DATE
7/2/01/00

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 BESTAR II, INC.

ARTICLE II
Principal Office

The principal office and mailing address of the corporation shall be 1914 Art Museum Drive, Jacksonville, FL 32207.

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 (5) 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 one hundred (100) shares of common stock having a par value of \$0.10 per share.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

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TALLAHASSEE FLORIDA
FILED

(d) 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 1914 Art Museum Drive, Jacksonville, FL 32207, and the name of the initial registered agent of this corporation at that address is L. Randall Towers.

ARTICLE VII

Directors

(a) Number. This corporation shall have one (1) 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) Initial Directors. The name and street address of the sole member of the first board of directors of the corporation is:

L. Randall Towers
1914 Art Museum Drive
Jacksonville, FL 32207

(c) Compensation. The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

(d) 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

Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX
Incorporator

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

L. Randall Towers
1914 Art Museum Drive
Jacksonville, FL 32207

ARTICLE X
Amendment

This corporation reserves the right to amend or repeal any provisions 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 1st day of December, 2000.

L. Randall Towers

L. Randall Towers

STATE OF FLORIDA }
 } SS
COUNTY OF DUVAL }

The foregoing instrument was acknowledged before me this 1st day of November, 2000, by L. RANDALL TOWERS.

Donna G. Rash

(Print Name _____)

NOTARY PUBLIC
State of Florida at Large
Commission # _____
My Commission Expires: _____

Personally known ✓
or Produced I.D. _____
[check one of the above]

Type of Identification Produced



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

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

BESTAR II, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER
THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF
BUSINESS IN THE CITY OF JACKSONVILLE, STATE OF FLORIDA, HAS NAMED
L. RANDALL TOWERS, LOCATED AT 1914 ART MUSEUM DRIVE, JACKSONVILLE,
FL 32207, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN
FLORIDA.

L. Randall Towers

L. RANDALL TOWERS

Dated: DECEMBER 1st, 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.

L. Randall Towers

L. RANDALL TOWERS

Dated: DECEMBER 1st 2000

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TALLAHASSEE FLORIDA