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Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

BSMH, INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

ARTICLES OF INCORPORATION
OF
BSMH, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I
NAME

The name of the corporation is BSMH, Inc.

ARTICLE II
DURATION

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if these Articles are not filed by the Department of State for 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 III
PURPOSE AND NATURE OF BUSINESS

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV
CAPITAL STOCK

The corporation shall have authority to issue one hundred thousand (100,000) shares of Capital Stock with a par value of \$.01 per share. The shares of the corporation are not to be divided into classes.

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**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT
PRINCIPAL ADDRESS**

The street address of the initial registered office of this corporation is:

225 Water Street, Suite 2050
Jacksonville, Florida 32202

The name of the initial registered agent of this corporation is:

Stoneburner Berry Goldman & Simmons, P.A.

The principal office and mailing address for the corporation is:

137 Industrial Loop West
Orange Park, Florida 32067

**ARTICLE VI
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 Director.** The name and street address of the sole member of the first Board of Directors of the corporation are:

Name
J. Palmer Clarkson

Address
137 Industrial Loop West
Orange Park, Florida 32067

(c) **Compensation.** The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

(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.

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**ARTICLE VII
RESTRAINT ON ALIENATION OF SHARES**

No shareholder of this corporation may sell, hypothecate or otherwise transfer his shares except to another individual who is eligible to be a shareholder of this corporation.

**ARTICLE VIII
BYLAWS**

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall thereafter be adopted, altered, amended or repealed from time to time by either the shareholders or the directors, but the 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:

<u>Name</u>	<u>Address</u>
Sidney S. Simmons, II	225 Water Street, Suite 2050 Jacksonville, Florida 32202

**ARTICLE X
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 of Incorporation this 5th day of December, 2000.


Sidney S. Simmons, II

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DESIGNATION OF REGISTERED AGENT

In compliance with Section 48.091 and 607.0501, Florida Statutes, the following is submitted:

That **BSMH, INC.**, desiring to organize under the laws of the State of Florida, with its principal place of business in Jacksonville, Florida, has named Stoneburner Berry Goldman & Simmons, P.A., located at 225 Water Street, Suite 2050, Jacksonville, Florida 32202, as its agent to accept service of process within Florida.

BSMH, INC.By: *Sidney S. Simmons, II*Sidney S. Simmons, II
IncorporatorDated: *December 5, 2000*

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties. In addition, the undersigned hereby acknowledges that it is familiar with, and accepts, the obligations provided for in Section 607.0505, Florida Statutes.

**STONEBURNER BERRY GOLDMAN
& SIMMONS, P.A.**By: *Sidney S. Simmons, II*

As Chairman

Dated: *December 5, 2000*

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