

Florida Department of State

Division of Corporations Public Access System Katherine Harris, Secretary of State

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FLORIDA PROFIT CORPORATION OR P.A.

BSMH, INC.

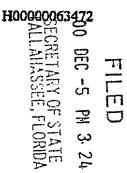
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ARTICLES OF INCORPORATION

OF

BSMH, INC.



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) <u>Number</u>. 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) <u>Initial Director</u>. 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) <u>Compensation</u>. 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) <u>Indemnification</u>. 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:

Name

Address

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 5% day of December, 2000.

Sidney S Symmons, 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 Geldman & 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: Incorporator Imminor 2

Dated: 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.

As Chaipman

Dated: December 5, 2000