

FROM : GBS

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Mar. 06 2001 06:01AM P1

Division of Corporations

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**P01000023883**

**Florida Department of State**

**Division of Corporations**

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**Katherine Harris, Secretary of State**

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**From:**

**Account Name : TOM CARROLL**  
**Account Number : 120000000294**  
**Phone : (904) 260-1099**  
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**01 MAR -7 PM 2:56**

**FLORIDA PROFIT CORPORATION OR P.A.**

**LAYTON CONSULTING, INC.**

Certificate of Status	1
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Page Count	01
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p1 /1



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

March 6, 2001

TOM CARROL

SUBJECT: LAYTON CONSULTING, INC.  
REF: W01000004921

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please accept our apology for failing to mention this in our previous letter.

The effective date is not acceptable since it is not within five working days of the date of receipt.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan  
Document Specialist

FAX Aud. #: H01000019773  
Letter Number: 801A00013318

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EFFECTIVE DATE

03-01-01

ARTICLES OF INCORPORATION

Of

LAYTON CONSULTING, INC.

We, the undersigned, as proper persons acting as incorporators of a corporation under the laws of the state of Florida, adopt the following articles of incorporation:

- FIRST** The name of the corporation is: Layton Consulting, Inc.
- SECOND** The address of the principal place of business is: 517 Fresh Pond Road, Ponte Vedra Beach, Fl. 32082
- THIRD** The duration of the corporation shall be perpetual. With the effective date starting on March 1, 2001
- FOURTH** The purpose of the corporation is to engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.
- FIFTH** This Corporation is authorized to issue 10,000 shares of \$0.01 par value common stock which shall be designated as "Common Shares". These shares qualify for 1244 treatment as per the IRS codes.
- SIXTH** The address of the initial registered office of the Corporation is : 517 Fresh Pond Road, Jacksonville, Florida 32082, and the name of it's initial registered agent at such address is: Lynn F. Layton
- SEVENTH** The names and addresses of the initial directors and officers, who shall hold office the first year of the corporation's existence, are:
- Lynn F. Layton  
517 Fresh Pond Road  
Ponte Vedra Beach, Fl. 32082
- Glenn R. Layton  
517 Fresh Pond Road  
Ponte Vedra Beach, Fl. 32082
- EIGHTH** The name and address of the Incorporator signing the Articles is:
- Lynn F. Layton  
517 Fresh Pond Road  
Ponte Vedra Beach, Fl. 32082

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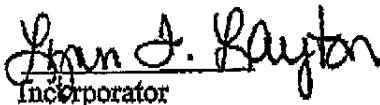
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- NINTH** Every shareholder, upon the sale for cash of any new stock of this corporation Shall have the right to purchase his proacta share thereof (as nearly as may be done without issuance of fractional shares) at the price at which is offered to others "Pre Emptive rights".
- TENTH** The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.
- ELEVENTH** This Corporation reserves the right to amend or repeal any provision contained in These Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders I subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date signing.

Date March 1, 2001

Layton Consulting, Inc.  
Lynn F. Layton, President

  
Incorporator

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## CONSENT OF REGISTERED AGENT

LAYTON CONSULTING, INC.  
LYNN F. LAYTON  
517 FRESH POND ROAD  
PONTE VEDRA BEACH, FL. 32082

HAVING BEEN NAMED as registered agent for the above-stated corporation, 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 and I accept the duties and obligations of 607.0505, Florida Statutes.

*Lynn F. Layton*

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