

Law Offices
ROWE and ROWE, P.A.
9471 Baymeadows Road, Suite 203
Jacksonville, Florida 32256

Robert L. Rowe, Jr.
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P61000029263
March 17, 2001

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

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-03/19/01--01072--014
*****122.50 *****78.75

RE: MARTIN-BROWN & ASSOCIATES, Inc.
Our File Number 4409

Gentlemen:

Enclosed is an original and copy of the Articles of Incorporation of this proposed corporation.

Please file the Articles of Incorporation and certify and return the copy.

A check for \$122.50 is also enclosed to cover the \$35.00 filing fee, \$52.50 fee for certified copy of the Articles of Incorporation and \$35.00 fee for registered agent.

Please call us collect if there are any problems.

Very truly yours,


R. Lee Rowe, III

Enclosure

T. SMITH MAR 21 2001
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**ARTICLES OF INCORPORATION OF
MARTIN-BROWN & ASSOCIATES, INC.**

The undersigned subscriber to these Articles of Incorporation, hereby executes these Articles of Incorporation to form a corporation under the laws of the State of Florida

FILED
01 MAR 19
PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I. NAME AND MAILING ADDRESS

The name of this corporation is MARTIN-BROWN & ASSOCIATES, INC., and the mailing address is 4221 Baymeadows Road, Suite 5, Jacksonville, Florida 32217.

II. TERM OF EXISTENCE

This corporation is to exist perpetually. Corporate existence for this corporation shall commence on March 19, 2001.

III. PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act, Chapter 607, Florida Statutes.

IV. CAPITAL STOCK

The maximum or aggregate number of shares this corporation is authorized to issue is 100,000 shares of common voting stock with a par value of \$1.00 per share.

V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 9471 Baymeadows Road, Suite 203, Jacksonville, Florida 32256, and the name of the initial registered agent of this corporation at that address is Rowe and Rowe, P.A.

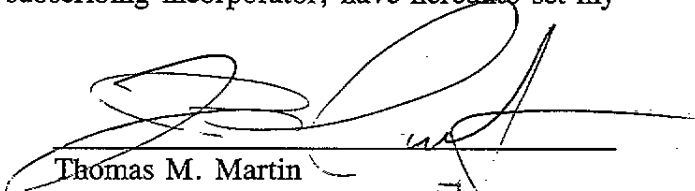
VI. DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By Laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are: Thomas M. Martin, 4221 Baymeadows Road, Suite 5, Jacksonville, Florida 32217; and John Brown, 4221 Baymeadows Road, Suite 5, Jacksonville, Florida 32217.

VII. INCORPORATORS

The name and address of the person signing these Articles is: Thomas M. Martin, 4221 Baymeadows Road, Suite 5, Jacksonville, Florida 32217.

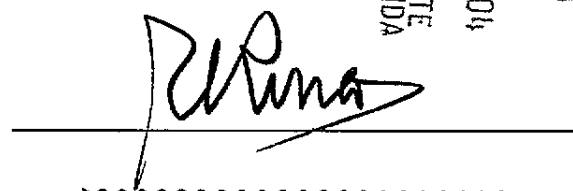
In witness whereof, I, the undersigned subscribing incorporator, have hereunto set my hand and seal on March 17, 2001.

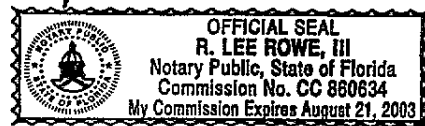

Thomas M. Martin

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me on March 17, 2001, by Thomas M. Martin, who has produced a Florida Driver License as identification and who did not take an oath.

01 MAR 19 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



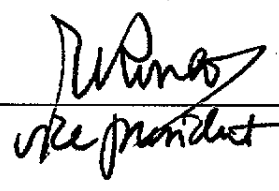


ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

Rowe and Rowe, P.A., hereby accepts the designation of Registered Agent for MARTIN-BROWN & ASSOCIATES, INC., a proposed Florida Corporation.

Dated on March 17, 2001.

Rowe and Rowe, P.A.

By: 
R. Lee Rowe, III
Vice President