

**Electronic Articles of Incorporation
For**

**P01000046849
FILED
May 10, 2001
Sec. Of State**

DAVID S. MCGHEE, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

DAVID S. MCGHEE, INC.

Article II

The principal place of business address:

1507 OSCEOLA AVENUE
JACKSONVILLE BEACH, FL. US 32250

The mailing address of the corporation is:

1507 OSCEOLA AVENUE
JACKSONVILLE BEACH, FL. US 32250

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

100,000 AT \$0.01 PER SHARE

Article V

The name and Florida street address of the registered agent is:

DAVID S MCGHEE
1507 OSCEOLA AVENUE
JACKSONVILLE BEACH, FL. US 32250

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: DAVID S. MCGHEE

Article VI

The name and address of the incorporator is:

DAVID S. MCGHEE
1507 OSCEOLA AVENUE
JACKSONVILLE BEACH, FL 32250

Incorporator Signature: DAVID S. MCGHEE

Article VII

INDEMNIFICATION

The corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the corporation or its subsidiaries.

To the fullest extent not prohibited by law, the corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

The corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the corporation or its subsidiaries. The corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses

Article VII (continued)

for actions taken in the capacity of such person as an employee or agent, after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the corporation relating thereto.