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JAMES K. REESE, EA  
FREDERICK J. REESE

1201 North Third Street • Jacksonville Beach, Florida 32250 • (904) 241-0050 • Fax (904) 241-0752

December 21, 2001

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

**EFFECTIVE DATE**

1-2-03

700004738927--8  
-12/26/01--01062--008  
\*\*\*210.00 \*\*\*\*\*70.00

Re: Articles of Incorporation — Thrift Properties, Inc.  
- By the Numbers of North Florida, Inc.  
- Ackley Design, Inc.

Dear Sir or Madam,

Please find the enclosed Check for \$210.00 and the (6) Copies of Articles of Incorporation for the above referenced Corporation. Please file these with the proper authorities and return the Certificate of Filing back to the Entity addressed above. Your prompt attention to this matter is appreciated in advance.

If you have any questions, please do hesitate to contact me.

Sincerely,

  
James K. Reese  
President

Enclosures:  
(6) Copies of Articles of Incorporation  
Check for \$210.00

**ARTICLES OF INCORPORATION  
OF**

**THRIFT PROPERTIES, INC.**

**ARTICLE I - NAME**

The name of this corporation shall be:

**THRIFT PROPERTIES, INC.**

The general nature of the business to be transacted by this corporation is:

To engage in services and activities associated with decision-making in the public and private sector.

To engage in any other lawful business, to purchase, or otherwise acquire, and to own, mortgage, pledge, sell, convey, assign, transfer, or otherwise dispose of, and to invest in and hold real or personal property, of every class, kind, and description, and to otherwise engage in any legal business or activity permitted under the laws of the State of Florida and in all other States and counties.

To conduct said business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and license in the State of Florida and in all other States and counties.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages and transfers of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, mortgage, transfer, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, of any other corporation of the State of Florida or any other State or Government, and while owner of such stock to exercise all of the rights, powers, and privileges of ownership, including the right to vote such stock.

**EFFECTIVE DATE**

**1-2-02**

**FILED**  
**01 DEC 26 PM 3:12**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

## **ARTICLE II - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares at no par value.

## **ARTICLE III - PREEMPTIVE RIGHT**

Holders of the common stock shall have the right to subscribe and purchase their pro rata shares of any new common stock which may be issued by the corporation.

## **ARTICLE IV - TERM OF EXISTENCE**

This corporation is to exist perpetually.

## **ARTICLE V - PRINCIPAL OFFICE**

The principal place of business and mailing address of the corporation shall be at 436 9<sup>TH</sup> Avenue South, Jacksonville Beach, FL 32250.

## **ARTICLE VI - INITIAL REGISTERED AGENT & ADDRESS**

The name and address of the initial registered agent is Michael Thrift at 436 9<sup>TH</sup> Avenue South, Jacksonville Beach, FL 32250.

## **ARTICLE VII - DIRECTORS**

This corporation shall not have more than one (1) director initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders.

## **ARTICLE VIII - INITIAL DIRECTORS AND OFFICERS**

The name and address of the Initial Director and Officers are:

| NAME                      | ADDRESS                                                               |
|---------------------------|-----------------------------------------------------------------------|
| Michael Thrift<br>P/D/S/T | 436 9 <sup>th</sup> Avenue South<br>Jacksonville Beach, Florida 32250 |

## ARTICLE IX - INCORPORATOR

The name and street address of the Incorporator of these Articles of Incorporation is:

NAME

ADDRESS

Michael Thrift

436 9<sup>th</sup> Avenue South  
Jacksonville Beach, Florida 32250

## ARTICLE X - AMENDMENTS

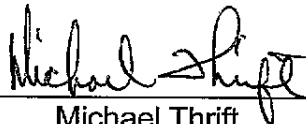
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at stockholders' meeting by a majority of the stockholders entitled to vote thereon, unless all the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

## ARTICLE XI - SPECIAL PROVISION

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as a Subchapter S corporation.

## ARTICLE XII - EFFECTIVE DATE

These Articles of Incorporation shall be effective on January 2, 2002.



Michael Thrift  
Incorporator

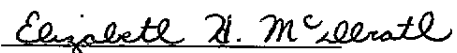
STATE OF FLORIDA  
COUNTY OF Duval

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in State and County named above to take acknowledgments, personally appeared Michael Thrift to me known to be the person described as subscribed in and executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above on this the 20<sup>th</sup> day of December, 2001.



Elizabeth H. McIlrath  
My Commission DD066388  
Expires October 22, 2005

  
Notary Public

FILED  
01 DEC 26 PM 3:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

The name of the corporation is:

**THRIFT PROPERTIES, INC.**

The name and address of the Registered Agent and Office

**Michael Thrift**  
**436 9<sup>th</sup> Avenue South**  
**Jacksonville Beach, FL 32250**

SIGNATURE Michael Thrift  
Michael Thrift  
TITLE President  
DATE 12/20/01

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

SIGNATURE Michael Thrift  
Michael Thrift  
DATE 12/20/01