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ROBERT W. SCHUPP, P.A.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

December 21, 2001

Office of the Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

RE: PALMROSE AND CO., INC.

Dear Sir,

Enclosed please find the original and one copy of the Articles of Incorporation, which includes the designation of registered agent, together with my check in the amount of \$78.50 for filing same and certified copy.

Thank you for your usual prompt attention to these matters.

Please return letter of acknowledgement along with the certified copy to my office.

Sincerely,

  
Robert W. Schupp

RWS:cad

Enclosures(2)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
PALMROSE AND CO., INC.**

The undersigned, acting as the incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation.

**ARTICLE I**

**NAME:** The name of the Corporation is: PALMROSE AND CO., INC.

**ARTICLE II**

**ADDRESS:** The address of the principal office is:  
11C SOUTH DIXIE HIGHWAY, ST. AUGUSTINE, FL 32084

The mailing address of the corporation is:  
11C SOUTH DIXIE HIGHWAY, ST. AUGUSTINE, FL 32084

**ARTICLE III**

**REGISTERED OFFICE AND REGISTERED AGENT:** The street address of the initial registered office is: 1760 SHADOWOOD LANE, SUITE 401, JACKSONVILLE, FL 32207 and the name of the registered agent is: ROBERT W. SCHUPP

**ARTICLE IV**

**DURATION:** The Corporation shall have perpetual existence.

**ARTICLE V**

**PURPOSE:** The purpose of the Corporation is to engage in any lawful act or activity for which corporation may be now or hereafter organized under the laws of the State of Florida.

**ARTICLE VI**

**CAPITAL STOCK:** The Corporation is authorized to issue only one class of stock. The total number of shares authorized shall be 1000 and the par value of each share is \$0.10.

## ARTICLE VII

**BOARD OF DIRECTORS:** The initial board of directors shall consist of 1 (one) member. The name and mailing address of the person who is to serve as director is:

**Name:** ROXANNE PALMROSE

**Address:** P.O. BOX 4334, ST. AUGUSTINE, FL 32085

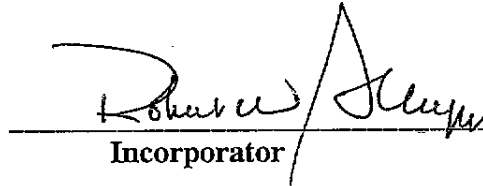
## ARTICLE VIII

**INCORPORATOR:** The name and address of the incorporator is:

**Name:** ROBERT W. SCHUPP

**Address:** 1760 SHADOWOOD LANE, SUITE 401, JACKSONVILLE, FL 32207

The undersigned being the sole incorporator above named signs and acknowledges these Articles of Incorporation at Jacksonville, Florida on the 21 day of December, 2001.

  
Incorporator

## STATE OF FLORIDA COUNTY OF DUVAL

Before me, this undersigned authority, personally appeared Robert W. Schupp, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Jacksonville, in said County and State this 21 day of December 2001.



Notary Public

My Commission Expires:



Cheri A. Davis  
MY COMMISSION # CC708763 EXPIRES  
May 11, 2002  
BONDED THRU TROY FAIN INSURANCE INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

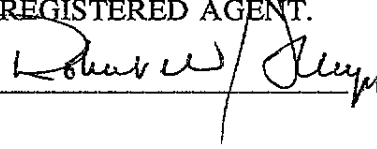
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, office/registered agent, in the State of Florida.

1. The name of the Corporation is: PALMROSE AND CO., INC.
2. The name and address of the registered agent and office is:  
ROBERT W. SCHUPP  
1760 SHADOWOOD LANE, SUITE 401  
JACKSONVILLE, FL 32207

**ACCEPTANCE**

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: \_\_\_\_\_



DATED: December 21, 2001