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LAW OFFICES OF  
**ASBURY & WATSON, P.A.**  
ATTORNEYS & COUNSELORS AT LAW  
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THOMAS F. ASBURY  
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TEL (904) 338-9700  
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July 26, 2002

Florida Department of State  
P. O. Box 6327  
Tallahassee, Florida 32314

600006719786-7  
-07/28/02-01001-023  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

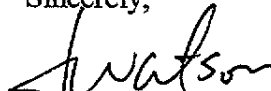
Re: C & G Holdings Group, Inc.

800006730228-3  
-07/29/02-01075-023  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir:

Enclosed please find an original and one copy of Articles of Incorporation for C & G Holdings Group, Inc., along with a check in the amount of \$78.75. Please file the Articles and return a certified copy to our office.

Sincerely,

  
Jay B. Watson

JBW/jw

FILED  
2002 JUL 29 AM 10:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

07-30-02

**ARTICLES OF INCORPORATION**  
**OF**  
**C & G HOLDINGS GROUP, INC.**

In compliance with the requirements of Florida Statutes Chapter 607, the undersigned, being a natural person, hereby acts as a subscriber in adopting and filing the following articles of incorporation for the purposes of organizing a business corporation.

**ARTICLE I. NAME**

The name of the corporation is  
**C & G Holdings Group, Inc.**

**ARTICLE II. PRINCIPAL OFFICE**

The principal office of this corporation is:

4047 Spring Park Circle  
Jacksonville, Florida 32207

The mailing address of this corporation is:

4047 Spring Park Circle  
Jacksonville, Florida 32207

**ARTICLE III. PURPOSE**

The corporation is formed to engage in every phase and aspect of the purchase and sale of real property as well as any and all business permitted under the laws of the United States or this State.

**ARTICLE IV. TERM OF EXISTENCE**

The corporation shall have perpetual existence effective upon the filing of these Articles.

FILED  
2002 JUL 29 AM 10:02  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

#### **ARTICLE V. CAPITAL STOCK**

The capital stock of the corporation shall be 10,000 shares of common stock having a par value of \$1.00 per share.

#### **ARTICLE VI. REGISTERED OFFICE AND AGENT**

The address of the initial registered office of this corporation is 6440 Southpoint Parkway, Suite 180, Jacksonville, Florida 32216. The name of the initial registered agent at that address is JAY B. WATSON.

#### **ARTICLE VII. BOARD OF DIRECTORS**

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of two (2) members and may be increased or decreased from time to time, in accordance with the corporations Bylaws, but shall never be less than (1) one member. The name and address of the members of the first board of directors are:

<u>Name</u>	<u>Address</u>
AMY M. CORLEW	7878 Pleasant Oaks Avenue Navarre, Florida 32566
LISA GREEN	4047 Spring Park Circle Jacksonville, Florida 32207

#### **ARTICLE VIII. SUBSCRIBER(S)**

The name and address of the person signing these articles of incorporation as subscriber are:

<u>Name</u>	<u>Address</u>
JAY B. WATSON	6440 Southpoint Parkway Suite 180 Jacksonville, Florida 32216

The undersigned has executed these Articles of Incorporation this 26<sup>th</sup> day of July 2002.

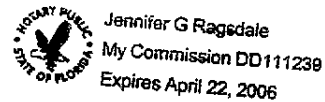
Jay B. Watson  
JAY B. WATSON

Sworn to and subscribed before me this 26 day of July, 2002 by JAY B. WATSON who is personally known to me.

Jennifer G Ragsdale  
Notary Public, State of Florida

Seal:

Jennifer Ragsdale  
Printed name of Notary



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

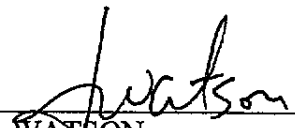
Pursuant to the provisions of section 607.0501, Florida Statutes, C & G Holdings Group, Inc., desiring to be organized as a corporation under the laws of the State of Florida, hereby designates the following registered agent and registered office:

JAY B. WATSON  
ASBURY & WATSON, P.A.  
6440 Southpoint Parkway  
Suite 180  
Jacksonville, Florida 32216

FILED  
2002 JUL 29 AM 10:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT 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.

Dated this 26<sup>th</sup> day of July, 2002.

  
\_\_\_\_\_  
JAY B. WATSON