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August 8, 2002

Florida Department of State  
Division of Corporations  
Attn: New Filings  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Crain Enterprises, Inc.

700007047527--5  
-08/12/02--01026--010  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

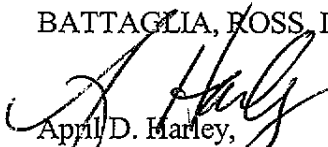
Dear Madam or Sir:

Enclosed please find the original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$78.75 is enclosed which represents the following fees (F.S. Sec. 607.0122): Filing Fee for Articles of Incorporation and Designation and Acceptance by Registered Agent, and Certificate of Status... \$78.75

Please file the originals of the enclosed and return a date stamped copy to the undersigned.

Very truly yours,

BATTAGLIA, ROSS, DICUS & WEIN, P.A.

  
April D. Harley,  
Corporate Paralegal

Enclosures

FILED  
02 AUG 22 AM 7:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W02-23361

8-26-02  
8-28-02



FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

August 13, 2002

BATTAGLIA, ROSS, DICUS & WEIN, P.A.  
P O BOX 41100  
ST. PETERSBURG, FL 33743-1100

SUBJECT: CRAIN ENTERPRISES, INC.  
Ref. Number: W02000023361

We have received your document for CRAIN ENTERPRISES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent designated in your document is not an active entity according to our records. Please reinstate this entity (call (850) 245-6059 for information) or designate another entity that is active according to our records.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6930.

Donna Graves  
Document Specialist  
New Filing Section

Letter Number: 102A00047938

FILED  
02 AUG 22 AM 7:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**CRAIN ENTERPRISES, INC.**

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**  
**CORPORATE NAME**

The name of the corporation is CRAIN ENTERPRISES, INC.

**ARTICLE II**  
**DURATION**

The period of its duration is perpetual.

**ARTICLE III**  
**PURPOSE**

The purpose is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV**  
**CAPITAL STOCK**

The corporation is authorized to issue one hundred (100) shares of common stock at \$1.00 par value per share.

**ARTICLE V**  
**INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the corporation's initial registered agent and his office is:

Resident Agent Corporation of Pinellas County  
980 Tyrone Boulevard  
St. Petersburg, FL 33710

**ARTICLE VI**  
**CORPORATE ADDRESS**

The street address of the initial principal office of the corporation is as follows:

6044 Woodstock Hills Drive  
Millington, TN 38053

**ARTICLE VII**  
**INITIAL BOARD OF DIRECTORS**

The corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The names and addresses of the initial directors of the corporation are:

Name and Address

Thomas Michael Crain  
6044 Woodstock Hills Drive  
Millington, TN 38053

Kirby Lee O'Steen  
850 River Country Estates  
Glenn St. Mary, FL 32040

John W. Linsley  
7794 Catherine Court  
Macclenny, FL 32063

**ARTICLE VIII**  
**INCORPORATOR**

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

Thomas Michael Crain  
6044 Woodstock Hills Drive  
Millington, TN 38053

**ARTICLE IX**  
**AMENDMENT OF BYLAWS**

The power to adopt, alter, amend or repeal the Bylaws of the corporation shall be vested in the Board of Directors.

**ARTICLE X**  
**INDEMNIFICATION**

The corporation may be empowered by resolution of the Board of Directors to indemnify any officer or director, or any former officer or director, in the manner set out and provided for in the Bylaws of the corporation, pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.

**ARTICLE XI**  
**INFORMAL ACTION OF DIRECTORS**

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation as part of the corporate records, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**ARTICLE XII**  
**AMENDMENT OF ARTICLES**

The power to amend these Articles of Incorporation shall be vested in the Board of Directors.

**ARTICLE XIII**  
**TELEPHONE MEETINGS**

Members of the Board of Directors or Shareholders or any Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other, is used.

**ARTICLE XIV**  
**DIRECTOR QUORUM AND VOTING**

All of the directors shall constitute a quorum for a meeting of the directors of the corporation. If a quorum is present, the affirmative vote of all of the directors present or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the vote of all of the directors present and voting, shall be the act of the Board of Directors.

**ARTICLE XV**  
**DIRECTOR CONFLICT OF INTEREST**

A. No contract or other transaction between the corporation and one (1) or more of the directors, or between the corporation and any other corporation, firm, association or other entity, in which one (1) or more of the directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the Board or committee, and the Board or committee approves such contract or transaction by

vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the Board, a committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee, which approves such contract or transaction.

#### **ARTICLE XVI** **INFORMAL ACTION OF SHAREHOLDERS**

Any action of the shareholders may be taken without a meeting if consent in writing setting forth the actions so taken shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted, and filed with the Secretary of the corporation as part of the corporate records.

#### **ARTICLE XVII** **CORPORATE EXISTENCE**

The effective date of the corporation's existence shall begin on the date of filing.

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE XVIII**  
**AFFILIATED TRANSACTIONS**

The corporation elects not to be governed by Section 607.0901, Florida Statutes.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of

Incorporation the 6<sup>th</sup> day of August, 2002.

EXECUTED BEFORE ME THIS 6<sup>th</sup> DAY  
OF AUGUST, 2002

JOHN C. KAUFFMAN LCDR, JAGC, USN

STATE OF FLORIDA  
COUNTY OF PINELLAS

Thomas Michael Crain  
THOMAS MICHAEL CRAIN, Incorporator

NOTARY PUBLIC  
AUTHORITY PER  
10 U.S.C. SECTION 1044(a)  
INDEFINITE COMMISSION

Having been named as registered agent and to accept service of process for the above stated limited corporation at the address designated herein, I hereby accept the appointment as registered agent and agree to act in this capacity. We further agree to comply with the provisions of all statutes relating to the proper and complete performance of our duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

Stephen J. Wein  
Resident Agent Corporation of Pinellas  
County  
Stephen J. WEIN, Treasurer