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REAL PROPERTY  
PROBATE

September 17, 2002

Secretary of State  
Division of Corporations  
The Capitol  
P.O. Box 6327  
Tallahassee, Florida 32314

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-09/20/02--01029--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

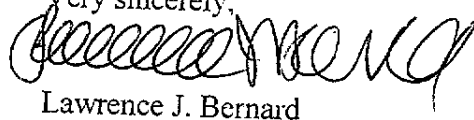
Re: ESC of North Florida, Inc., a Florida corporation

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for the above referenced corporation which are forwarded to you for filing with the State of Florida. Please file same and return to me a stamped copy and letter issuing a Division of Corporations document number. I have included my firm check in the amount of \$70.00 to cover your filing fees.

Thank you for your kind attention to this matter.

Very sincerely,

  
Lawrence J. Bernard

LJB:jlmm

Enclosures

FILED  
02 SEP 20 AM 11:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

VI  
9/24

ARTICLES OF INCORPORATION  
OF  
ESC OF NORTH FLORIDA, INC.,  
a Florida corporation

**FILED**  
02 SEP 20 AM 11:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, do hereby make form a corporation, and for such purpose I hereby make, execute and adopt the following Articles of Incorporation.

**ARTICLE ONE**  
**NAME OF CORPORATION AND ADDRESS OF PRINCIPAL OFFICE**

The name of this corporation shall be: ESC OF NORTH FLORIDA, INC., a Florida corporation. The address of the principal office of the corporation is 7576 Epperson Avenue, Jacksonville, Florida 32208.

**ARTICLE TWO**  
**PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE THREE**  
**DURATION**

The term for which this corporation shall exist shall be perpetual commencing on the date of filing in the Secretary of State's Office.

**ARTICLE FOUR**  
**CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares at One Dollar (\$1.00) par value common stock.

**ARTICLE FIVE**  
**INCORPORATORS**

The name and address of the person(s) signing these Articles is:

Lawrence A. Waller  
7576 Epperson Avenue  
Jacksonville, Florida 32208

**ARTICLE SIX**  
**BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors, subject to the approval of the shareholders.

**ARTICLE SEVEN**  
**RESTRICTIONS ON TRANSFER OF STOCK**

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amounts set opposite his or her name:

<u>NAME</u>	<u>SHARES</u>
Eddie B. Stanley	34 shares
Ricky L. Astin	33 shares
Lawrence A. Waller	33 shares

Shares held by the initial shareholders and subsequent shareholders may not be sold or otherwise transferred to other persons or hypothecated in any manner unless such shares are first offered to the remaining shareholders or to this corporation. Further, the remaining shareholders must first issue their written approval of the prospective buyer as a contingency to the sale of such stock being consummated. The price and terms of which, and the time within which, such shares may be offered and sold may be further specified by written agreement among all of the shareholders of this corporation.

**ARTICLE EIGHT**  
**PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his or her prorata share thereof at the price at which it is offered to others.

**ARTICLE NINE**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 7576 Epperson Avenue, Jacksonville, Florida 32208, and the name of the initial registered agent of this corporation at this address is Lawrence A. Waller.

**ARTICLE TEN**  
**INITIAL BOARD OF DIRECTORS**

This corporation shall have (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be more than ten. The name and address of the initial director(s) of this corporation is:

Lawrence A. Waller  
7576 Epperson Avenue  
Jacksonville, Florida 32208

Eddie B. Stanley  
7576 Epperson Avenue  
Jacksonville, Florida 32208

Ricky L. Astin  
7576 Epperson Avenue  
Jacksonville, Florida 32208

**ARTICLE ELEVEN**

The names and post office addresses of the officers of this corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed and have qualified are as follows:

President/Director

Eddie B. Stanley  
7576 Epperson Avenue  
Jacksonville, Florida 32208

Vice-President/Director

Ricky L. Astin  
7576 Epperson Avenue  
Jacksonville, Florida 32208

Secretary/Treasurer/Director

Lawrence A. Waller  
7576 Epperson Avenue  
Jacksonville, Florida 32208

**ARTICLE TWELVE**  
**SHAREHOLDERS QUORUM AND VOTING**

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

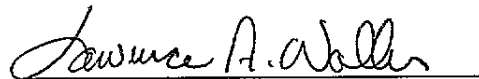
**ARTICLE THIRTEEN**  
**INDEMNIFICATION**

This corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

**ARTICLE FOURTEEN**  
**AMENDMENT**

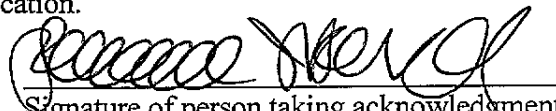
This corporation, through its shareholders, reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 17<sup>th</sup> day of September, 2002.

  
Lawrence A. Waller

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was sworn to and subscribed before me this 17<sup>th</sup> day of September, 2002, by Lawrence A. Waller, who has produced Fla. Drivers License as identification.

  
Signature of person taking acknowledgment  
Lawrence J. Bernard  
Printed name of person taking acknowledgment



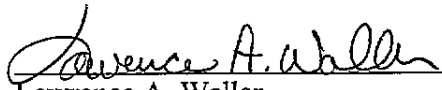
Lawrence J. Bernard  
MY COMMISSION # DD089705 EXPIRES  
April 30, 2006  
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act: First, that ESC OF NORTH FLORIDA, INC., a Florida corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Jacksonville, County of Duval, State of Florida, has named Lawrence A. Waller, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping office open.

  
Lawrence A. Waller

**FILED**  
02 SEP 20 AM 11:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA