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January 17, 2003

VIA FEDERAL EXPRESS

Registration Section Division of Corporations 409 E. Gaines Street Tallahassee, Florida 32399

Re:

Incorporation of CTHC, Inc., and Coppmitch, Inc.

Dear Sir or Madam:

Please find enclosed for filing with the Florida Department of State an original and one (1) copy of Articles of Incorporations for the referenced corporations. Also enclosed is our firm's check in the amount of \$140.00 for the filing fee.

Please return the acknowledgment copy to the undersigned once the enclosed articles of incorporation have been filed. If you have any questions, or need additional information, please contact me at (904) 598-6100.

Very truly yours.

Michael A. Walters

MAW/jmb

Enclosure

ARTICLES OF INCORPORATION OF

CTHC, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

Article I

EFFECTIVE DATE

OLIT-03

OS MAZO MISS

Name

The name of the corporation is CTHC, Inc., and the address of the principal office and mailing address of the corporation is at 7700 Square Lake Boulevard, Jacksonville, Florida 32256.

Article II

Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

Article III

Nature of Business

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

Article IV

Capital Stock

- (a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 100,000 shares of common stock having a par value of \$1.00 per share.
- (b) <u>Preemptive Rights.</u> Shareholders shall have no preemptive rights.

- (c) <u>Cumulative Voting</u>. Cumulative voting shall not be permitted.
- (d) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

Article V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is Michael A. Walters and the name of the initial registered agent of this corporation at that address is 50 North Laura Street, Suite 2200, Jacksonville, Florida 32202.

Article VI

Directors

- (a) Number. This corporation shall have 4 directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.
- (b) <u>Initial Directors</u>. The names and street addresses of the members of the first board of directors of the corporation is or are:

Name	Street Address
Ronnie D. Coppenbarger	7700 Square Lake Boulevard Jacksonville, Florida 32256
Wolfe Jackson	7700 Square Lake Boulevard Jacksonville, Florida 32256
Ida Lou Stephens	7700 Square Lake Boulevard Jacksonville, Florida 32256
Imogene Coppenbarger	7700 Square Lake Boulevard Jacksonville, Florida 32256

- (c) Compensation. The directors of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.
 - (d) <u>Indemnification</u>. The board of directors is hereby

specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article VII

Bylaws

The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

Article VIII

Incorporator

The name and address of the incorporator of this corporation is:

Michael A. Walters Smith, Gambrell & Russell, LLP 50 North Laura Street, Suite 2200 Jacksonville, Florida 32202

Article IX

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the <u>i7</u> day of January, 2003.

Michael A. Walters Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT FOR THE ABOVE STATED CORPORATION, I HEREBY AGREE TO ACT IN THAT CAPACITY, AND I FURTHER STATE THAT I AM FAMILIAR WITH, AND ACCEPT, THE OBLIGATIONS OF THAT POSITION.

Dated: January 17 , 2003.

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