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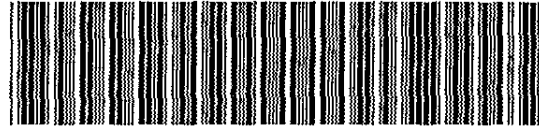
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TALLAHASSEE FLORIDA

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2003 FEB 18 PM 1:24

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

February 17, 2003

Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Re: **R. Lee Smith Holdings, Inc.**

Dear Sir/Madam:

Enclosed for filing please find the Articles of Incorporation for R. Lee Smith Holdings, Inc. and a check in the amount of \$96.25 payable to the Department of State for the following:

\$70.00	Filing Fee for Articles of Incorporation
<u>26.25</u>	<del>Three Certified copies at \$8.75 each</del>
\$96.25	

If you should have any questions or require any additional information please do not hesitate to contact me at the following address:

R. Lee Smith  
1200 Riverplace Blvd., Suite 902  
Jacksonville, FL 32207  
(904) 393-9020

Very truly yours,

R. Lee Smith

Enclosures

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ARTICLES OF INCORPORATION  
OF  
R. LEE SMITH HOLDINGS, INC.

2003 FEB 18 PM 1:24

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of R. Lee Smith Holdings, Inc. under the Florida Business Corporation Act, Chapter 607, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is: R. Lee Smith Holdings, Inc.

ARTICLE II. ADDRESS

The street address of the initial principal office and the mailing address of the corporation are:

1200 Riverplace Blvd, Suite 902  
Jacksonville, Florida 32207

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation commences on the date of filing of these Articles of Incorporation.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares the corporation is authorized to issue is 1,000 shares of common stock having a par value of \$0.01 per share.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The corporation designates 1200 Riverplace Boulevard, Suite 902, Jacksonville, Florida 32207 as the street address of the initial registered office of the corporation and names R. Lee Smith the corporation's initial registered agent at that address to accept service of process within this state.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The corporation has one (1) director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but will never be less than one. The name of the initial director is R. Lee Smith.

## ARTICLE VII. INCORPORATOR

The name and street address of the incorporator are:

Name

Address

R. Lee Smith

1200 Riverplace Blvd., Suite 902  
Jacksonville, Florida 32207

## ARTICLE VIII. INDEMNIFICATION

(a) The corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the corporation or its subsidiaries. To the fullest extent not prohibited by law, the corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.


(b) The corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the corporation or its subsidiaries. The corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the corporation relating thereto.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation.

  
R. Lee Smith, Incorporator

ACCEPTANCE OF REGISTERED AGENT

I agree to act as registered agent for the corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Business Corporation Act, and acknowledge that I am familiar with, and accept, the obligations of such position.

  
R. Lee Smith

Dated: February 17, 2003

Prepared by R. Lee Smith  
1200 Riverplace Blvd., Suite 902  
Jacksonville, FL 32207  
(904)393-9020

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CLERK OF STATE  
TALLAHASSEE FLORIDA