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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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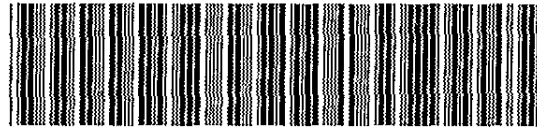
(Business Entity Name)

(Document Number)

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03 FEB 28 PM 12:05

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ok

LAW OFFICE  
**C. RANDOLPH COLEMAN, L.C.**  
ATTORNEYS AT LAW  
9250 BAYMEADOWS ROAD, SUITE 450  
JACKSONVILLE, FLORIDA 32256-1813

C. RANDOLPH COLEMAN

VOICE (904) 448-1969  
FAX (904) 448-5244

February 19, 2003

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

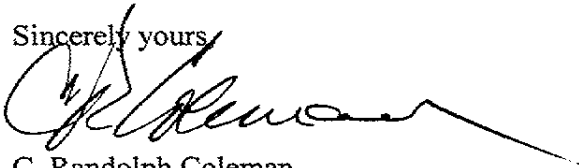
**Re: ROXIE INCORPORATED**

Dear Ladies and Gentlemen:

Please find enclosed the original and one copy of the Articles of Incorporation and Certificate Naming Agent Upon Whom Process May Be Served for a new corporation, ROXIE INCORPORATED, together with our check in the amount of \$78.75 in payment of the appropriate filing fee and a certificate of status.

Your assistance and cooperation in this matter are greatly appreciated.

Sincerely yours,



C. Randolph Coleman  
Attorney at Law

Enclosures  
CRC/smr

ARTICLES OF INCORPORATION  
OF  
ROXIE INCORPORATED

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03 FEB 28 PM 12:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this Corporation shall be ROXIE INCORPORATED.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this Corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Secretary of State. This Corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This Corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States of America.

ARTICLE IV. CAPITAL STOCK

This Corporation shall have the authority to issue 1,000 no par value shares of common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this Corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this Corporation, without first offering such shares for sale to this Corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this Corporation at its registered office address, and open for acceptance by this Corporation

for a period of fifteen days from the date of mailing. If this Corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this Corporation shall have the right to purchase any shares of the capital stock of this Corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this Corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles of Incorporation. A Copy of Which Is On File At This Corporation's Principal Office."

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

The number of directors on this Corporation's Initial Board of Directors shall be One. The number of directors may be increased or decreased from time to time, as provided in this Corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board of Directors are: .

Sandra G. Stubbs	-	President, Secretary, Treasurer
4929 Atlantic Boulevard		
Jacksonville, FL 32207-2409		

#### **ARTICLE VIII. INDEMNIFICATION**

This Corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

#### **ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT**

The address of this Corporation's principal office and the address of this Corporation's initial registered office shall be: 4929 Atlantic Boulevard, Jacksonville, FL 32207-2409.

The name of the individual who shall serve as this corporation's initial registered agent and address is: C. Randolph Coleman, 9250 Baymeadows Road, Suite 450, Jacksonville, Florida 32256.

**ARTICLE X. INCORPORATOR**

The name and address of the individual who shall serve as this corporation's incorporator is: Sandra G. Stubbs, 4929 Atlantic Blvd., Jacksonville, FL 32207-2409.

**ARTICLE XI. AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.



Sandra G. Stubbs - Incorporator

**ASSIGNMENT BY THE SOLE INCORPORATOR  
OF THE ARTICLES OF INCORPORATION OF  
ROXIE INCORPORATED**

ROXIE INCORPORATED, a Florida corporation authorized to transact business in the State of Florida, as sole incorporator of ROXIE INCORPORATED, a Florida corporation, for value received, hereby assigns any and all right it may have as such incorporator to:

SANDRA G. STUBBS

Dated this 14<sup>th</sup> day of February, 2003.

ROXIE INCORPORATED

By: Sandra G. Stubbs  
Its President

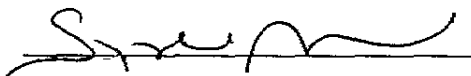
ACCEPTANCE BY REGISTERED AGENT

I hereby accept my designation as resident agent and agree to serve as the resident agent of  
ROXIE INCORPORATED. I hereby state that I am familiar with and accept the duties and responsibilities  
as registered agent for ROXIE INCORPORATED

  
C. Randolph Coleman, Registered Agent

STATE OF FLORIDA           )  
                                          ) SS  
COUNTY OF DUVAL        )

On 14 February 2003 C. Randolph Coleman, the undersigned agent of  
ROXIE INCORPORATED, designated above as the Corporation's initial registered agent  
and incorporator, who is personally known to me, or produced a Florida driver's license  
as identification, personally appeared before me at the time of notarization, and, after  
being given the oath, acknowledged signing these Articles of Incorporation of ROXIE  
INCORPORATED.

 Notary Public  
My Commission expires:



Summer M Rowland  
My Commission DD077071  
Expires December 8, 2005

FILED  
03 FEB 28 PM 12:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA