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Division of Corporations

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Florida Department of State  
Division of Corporations  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**Celery Marketing Communications Incorporated**

Certificate of Status	0
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ARTICLES OF INCORPORATION  
OF  
CELERY MARKETING COMMUNICATIONS INCORPORATED

The undersigned, acting as incorporator of Celery Marketing Communications Incorporated under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is Celery Marketing Communications Incorporated (the "Corporation").

ARTICLE II - ADDRESS

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

221 Magnolia Street  
Sanford, Florida 32271

ARTICLE III - COMMENCEMENT OF EXISTENCE

The Corporation will exist perpetually, commencing on the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE IV - AUTHORIZED SHARES

The maximum number of shares the Corporation is authorized to issue is 100,000 shares of common stock having a par value of \$0.10 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The Corporation hereby (i) designates 221 Magnolia Street, Sanford, Florida 32271 as the street address of the Corporation's initial registered office, and (ii) names Byron R. Lawrence as the Corporation's initial registered agent at that address to accept service of process within the State of Florida.

ARTICLE VI - INCORPORATOR

The name and street address of the incorporator are:

Byron R. Lawrence  
221 Magnolia Street  
Sanford, Florida 32271

ARTICLE VII - DIRECTORS

The initial directors of the corporation are:

Byron R. Lawrence  
John R. Webb  
Richard L. Wood

ARTICLE VIII - INDEMNIFICATION

Prepared by L. Kinder Cannon III  
Florida Bar No. 0179914  
Holland & Knight LLP  
50 N. Laura St., Suite 3900  
Jacksonville, FL 32202  
904-353-2000

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(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.

Date: FEB. 17, 2003

  
Byron R. Lawrence, Incorporator

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**ACCEPTANCE OF REGISTERED AGENT**

The undersigned corporation hereby agrees 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 hereby acknowledges that it is familiar with, and accepts, the obligations of such position.

Dated: FEB. 17, 2003

  
Byron R. Lawrence

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