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03 APR -9 AM 9:26

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W03-9400

SMITH APR 10 2003

**HOLBROOK, AKEL, COLD, STIEFEL & RAY, P.A.**

ATTORNEYS AT LAW

ONE INDEPENDENT DRIVE, SUITE 2301

JACKSONVILLE, FLORIDA 32202-5059

H. LEON HOLBROOK  
EDWARD C. AKEL  
KATHLEEN HOLBROOK COLD  
DANIEL D. AKEL  
H. LEON HOLBROOK, III  
JOHN R. STIEFEL, JR.  
THOMAS R. RAY

TELEPHONE  
(904) 356-6311

FACSIMILE  
(904) 356-7330

March 25, 2003

VIA FEDERAL EXPRESS – OVERNIGHT DELIVERY

Secretary of State  
Corporations Division  
The Capitol  
409 East Gaines Street  
Tallahassee, Florida 32301

RE: **Articles of Incorporation**  
**UNIVERSAL PRINCIPALS, INC.**

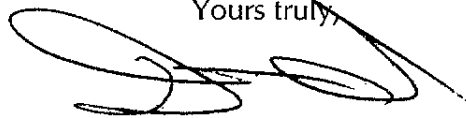
Ladies/Gentlemen:

We enclosed the referenced corporation document, in duplicate, for filing and the filing fee of \$70.00.

Please advise us, in writing, of the approval and filing of this instrument. Please advise should you require additional information.

Thank you for your assistance.

Yours truly,



Daniel D. Akel

DDA/sml  
Enclosure

cc: David C. Minardi, President

**HOLBROOK, AKEL, COLD, STIEFEL & RAY, P.A.**

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April 8, 2003

**VIA OVERNIGHT DELIVERY**

Tracy Smith, Document Specialist  
New Filings Section  
Post Office Box 6327  
Tallahassee, Florida 32314

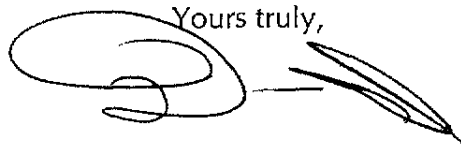
RE: **Universal Principles, Inc.**  
**Your Ref #: W03000009400**  
**Your Letter #: 803A00019964**

Dear Ms. Smith:

As a follow up to our conversation to the New Filings Section upon receipt of your above referenced letter to us (a copy being enclosed for your reference), we were instructed to advise you that the trademark name "Universal Principles" is owned by the same client as is the client filing the enclosed Articles of Incorporation. Accordingly, please file the enclosed Articles of Incorporation at your earliest convenience and confirm same to our office. As evidenced by the enclosed copy of your letter, you are already in receipt of our firm's check in the amount of \$70.00 to cover the cost of filing the enclosed Articles.

Thank you for your assistance in this matter. Should you have any questions, please immediately contact our office as our client is most anxious to have these Articles filed with the State.

Yours truly,

A handwritten signature in black ink, appearing to be 'D. Akel', with a long horizontal stroke extending to the right.

Daniel D. Akel

DDA/sml  
Enclosures



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

April 2, 2003

HOLBROOK, AKEL, COLD, STIEFEL & RAY, P.A.  
ONE INDEPENDENT DR STE 2301  
JACKSONVILLE, FL 32202-5059

SUBJECT: UNIVERSAL PRINCIPLES, INC.  
Ref. Number: W03000009400

We have received your document for UNIVERSAL PRINCIPLES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6927.

Tracy Smith  
Document Specialist  
New Filings Section

Letter Number: 803A00019964



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

April 2, 2003

HOLBROOK, AKEL, COLD, STIEFEL & RAY, P.A.  
ONE INDEPENDENT DR STE 2301  
JACKSONVILLE, FL 32202-5059

SUBJECT: UNIVERSAL PRINCIPLES, INC.  
Ref. Number: W03000009400

We have received your document for UNIVERSAL PRINCIPLES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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Tracy Smith  
Document Specialist  
New Filings Section

Letter Number: 803A00019964

ARTICLES OF INCORPORATION  
OF  
UNIVERSAL PRINCIPLES, INC.

---

FILED  
03 APR -9 AM 9:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is: Universal Principles, Inc.

ARTICLE II

The general nature of the business to be transacted by this corporation is:

To engage in any activity or business permitted under the laws of the United States and of this state.

To the same extent as natural persons might or could do, to purchase or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage or otherwise to dispose of and deal in, lands and leaseholds, and any interest, estate, and rights in real property, and any personal or mixed property, and franchises, rights, licenses or privileges necessary, convenient appropriate for any of the purposes herein expressed.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise to dispose of, and to invest in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description, now or hereafter permitted by law.

To conduct business in, have one or more offices in and to buy, hold, mortgage, sell, convey, lease, or otherwise to dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and

other evidences of indebtedness, and to execute such mortgages, transfers of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

To exercise all the powers now granted to this type of corporation under Florida law, and all powers subsequently authorized or granted by law to private corporations.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

### ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

7,500 Shares of Common Stock of  
par value of \$1.00 per share.

The shareholders shall have preemptive rights.

Cumulative voting shall not be permitted.

The shareholders may, by by-law provision or by written shareholders' agreement, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

#### ARTICLE IV

This corporation is to exist perpetually, and its corporate existence shall begin on filing.

#### ARTICLE V

The Board of Directors may from time to time move the principal office to any other address in Florida. The initial address of the principal office of this corporation in the State of Florida is:

One San Jose Place, Suite 11, Jacksonville, Florida 32257

#### ARTICLE VI

The number of directors may be increased or diminished from time to time by By-laws adopted by the Stockholders, but shall never be less than one. Initially, the number of directors shall be one (1).

#### ARTICLE VII

The name and post office address of the members of the first Board of Directors are:

Name

Address

David C. Minardi

One San Jose Place, Suite 11  
Jacksonville, Florida 32257

#### ARTICLE VIII

The name and post office address of each incorporator to these Articles of Incorporation:

Name

Address

DANIEL D. AKEL

One Independent Drive, Suite 2301  
Jacksonville, Florida 32202



#### ARTICLE IX

The corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers, or who at the request of the Board of Directors of the corporation may serve or at any time have served as directors or officers of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-law, agreement, vote of stockholders, or otherwise, and the corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### ARTICLE X

The registered office shall be One Independent Drive, Suite 2301 Jacksonville, Florida 32202, and the registered agent at that same address is DANIEL D. AKEL.

ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the holder or holders of a majority of the stock entitled to vote thereon.


  
DANIEL D. AKEL

STATE OF FLORIDA  
COUNTY OF DUVAL

I hereby certify that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared DANIEL D. AKEL, to me well known to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to those Articles of Incorporation.


WITNESS my hand and official seal in the County and State named above, this 25th day of March, A. D. 2003.



  
Notary Public  
My Commission expires:

ACKNOWLEDGEMENT AND ACCEPTANCE OF  
REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

  
DANIEL D. AKEL  
Registered Agent

**FILED**  
03 APR -9 AM 9:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA