

APR. 23. 2003 11:26AM

ROGERS TOWERS

NO. 3244 P. 1

Division of Corporations

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

**RF Smart, Inc.**

Certificate of Status	0
Certified Copy	0
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ROGERS TOWERS

NO. 3244 P. 2

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STATE  
ALLAHAMSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
RF SMART, INC.**

**ARTICLE I - NAME**

The name of this Corporation is RF Smart, Inc.

**ARTICLE II - ADDRESS**

The address of the principal office and mailing address of this Corporation is 4899 Belfort Road, Suite 200, Jacksonville, Florida 32256.

**ARTICLE III - CAPITAL STOCK**

The amount of authorized capital stock of this Corporation shall be one million (1,000,000) shares of common stock, all of which shall be of the par value of \$1.00 per share, which shall be divided into two (2) classes as follows:

**Class A (Voting) Common Stock.** This Corporation shall have five hundred thousand (500,000) shares of Class A (Voting) Common Stock, \$1.00 par value, authorized for issuance. Such class of Common Stock may be referred to as the "Class A Stock" or the "Voting Stock," both of which terms shall be deemed to refer to the Class A (Voting) Common Stock. The Class A (Voting) Common Stock shall possess all the voting rights with respect to any matter which may or must be submitted for a vote, consent or approval of shareholders of this Corporation.

**Class B (Non-Voting) Common Stock.** This Corporation shall have five hundred thousand (500,000) shares of Class B (Non-Voting) Common Stock, \$1.00 par value, authorized for issuance. Such class of Common Stock may be referred to as the "Class B Stock" or the "Non-Voting Stock," both of which terms shall be deemed to refer to the Class B (Non-Voting) Common Stock. The Class B (Non-Voting) Common Stock shall possess no voting rights with respect to any matter which may or must be submitted for a vote, consent or approval of shareholders of this Corporation.

**Conversion of Class B Stock to Class A Stock.** Upon a vote of a majority of the Board of Directors all or any portion of the Class B (Non-voting) Common Stock held by a shareholder shall be converted into Class A (voting) Common Stock. In the event the Board of Directors shall make a determination to convert shares of Class B Stock as aforesaid, the following provisions shall apply:

(i) The Board of Directors shall cause the Secretary or other proper officers of this Corporation to provide notice to the shareholder affected by the vote of the Board of Directors of the number of shares of Class B Stock converted to Class A Stock.

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(ii) Such shareholder shall surrender to this Corporation his or her certificate(s) evidencing Class B Stock for full or partial cancellation, as applicable.

(iii) The Secretary or other proper officer of this Corporation shall retain the surrendered Class B Stock certificate and shall cause to be issued a certificate evidencing Class A Stock arising from the foregoing conversion. To the extent that less than all of the Class B Stock held by the affected shareholders shall be converted to Class A Stock by the act of the Board of Directors, the Secretary or other proper officer of this Corporation shall cause to be issued a certificate evidencing Class B Stock remaining with respect to such shareholder following the foregoing conversion.

(iv) As a condition to the shareholder's receipt of his or her Class A Stock pursuant to these provisions, the shareholder shall (unless such condition is waived by this Corporation in writing) execute a shareholders agreement among this Corporation and the holders of the Class A Stock then outstanding.

**All Other Rights Identical.** Except as provided above with respect to the voting rights of the Class A (Voting) Common Stock, the two classes of this Corporation's Common Stock shall be identical in all respects, including, without limitation, rights to receive dividends, if any, declared by the Board of Directors of this Corporation, and the rights to receive proceeds of any liquidation of this Corporation.

#### **ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 1301 Riverplace Blvd., Suite 1500, Jacksonville, Florida 32207 and the name of its initial registered agent at such address is J. Kirby Chritton.

#### **ARTICLE V - INITIAL BOARD OF DIRECTORS**

The number of Directors constituting the initial Board of Directors of this Corporation shall be one and the name and address of such person who is to serve as member thereof is:

NAME	ADDRESS
Jorge F. Morales	4899 Belfort Road, Suite 200 Jacksonville, Florida 32256

#### **ARTICLE VI - INCORPORATOR**

The name and address of the Incorporator is J. Kirby Chritton, 1301 Riverplace Blvd., Suite 1500, Jacksonville, Florida 32207.

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**ARTICLE VII - AMENDMENT**

This Corporation reserves the right to amend, alter, change or repeal any provision contained in its articles of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 23<sup>rd</sup> day of April, 2003.

  
\_\_\_\_\_  
J. Kirby Chritton  
Incorporator

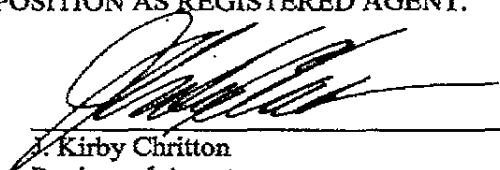
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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the below named Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is RF Smart, Inc.
2. The name and address of the registered agent and office are J. Kirby Chritton, 1301 Riverplace Blvd., Suite 1500, Jacksonville, Florida 32207.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
J. Kirby Chritton  
Registered Agent

Date: April 23, 2003

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