

JUN-05-03 THU 02:10 PM MCGUIRE WOODS LLP

FAX NO. 9047983207

P. 01

Division of Corporations

P03000002331

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note:** Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H03000208300 1)))

**Note:** DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850)205-0381

From:

Account Name : MCGUIRE WOODS LLP  
Account Number : 071075000166  
Phone : (904)798-3200  
Fax Number : (904)798-3207

FILED  
2003 JUN -5 PM 6:46  
CLERK OF STATE  
TALLAHASSEE FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

JNM Flagler, Inc.

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 0       |
| Page Count            | 01      |
| Estimated Charge      | \$70.00 |

H03000208300  
**FILED**

**ARTICLES OF INCORPORATION**

2003 JUN -5 PM 6:47

**OF**

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**JNM FLAGLER, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I**

**Name and Duration**

The name of the Corporation shall be JNM FLAGLER, INC. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

**ARTICLE II**

**Principal Office**

The address of the principal office of the Corporation in the State of Florida is 432 Osceola Avenue, in the City of Jacksonville Beach, Florida 32250.

**ARTICLE III**

**Registered Office and Agent**

The address of the initial registered office in the State of Florida is c/o McGuireWoods LLP, 50 North Laura Street, Suite 3300, in the City of Jacksonville, County of Duval 32202. The name of the initial registered agent at such address is RAX CO.

**ARTICLE IV**

**Corporate Purposes, Powers and Rights**

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

H03000208300

**ARTICLE V**

**Capital Stock**

The total number of shares of capital stock which the Corporation has the authority to issue is Ten Thousand (10,000) shares of Common Stock ("Common Stock") \$.01 par value per share.

**ARTICLE VI**

**Incorporator**

The name and street address of the incorporator to these Articles of Incorporation is:

Name

Address

RAX CO.

50 N. Laura Street, Suite 3300  
Jacksonville, Florida 32202

**ARTICLE VII**

**Board of Directors**

1. The number of members of the Board of Directors may be increased or decreased from time to time as provided in the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The name and mailing address of the person who shall serve as director of the Corporation until the first annual meeting of the shareholders is as follows:

Name

Address

James N. McGarvey, Jr.

432 Osceola Avenue  
Jacksonville Beach, FL 32250

H03000208300

## ARTICLE VIII

### Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these 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.

## ARTICLE IX

### Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

## ARTICLE X

### Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

## ARTICLE XI

### Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned incorporator has executed these Articles of Incorporation this 5<sup>th</sup> day of June, 2003.

RAX CO., Incorporator

By:   
Halcyon E. Skinner, President

JUN-05-03 THU 02:12 PM MCGUIRE WOODS LLP

FAX NO. 9047983207

P. 05

H03000208300

FILED

**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF  
REGISTERED AGENT OF  
JNM FLAGLER, INC.**

2003 JUN -5 PM 6:47

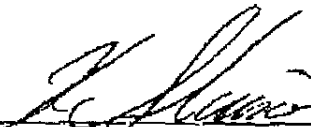
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pursuant to Section 607.0501, Florida Business Corporation Act, RAX CO., a Florida corporation., located at 50 North Laura Street, Suite 3300, Jacksonville, Florida, 32202, having been named as registered agent to accept service of process upon JNM FLAGLER, INC., hereby accepts the appointment as registered agent, agrees to act in that capacity, and agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties as registered agent, acknowledging hereby that it is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned corporation has caused this Certificate to be executed in Jacksonville, Duval County, Florida on this 5<sup>th</sup> day of June, 2003.

RAX CO., Registered Agent

By

  
Halcyon E. Skinner, President

\\COR\164703 1

H03000208300