

Sep. 11 2003 5:46PM

DRIVER & MCAFFEE

No. 0224 P. 1 Page 1 of 1

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

**J & K Hoff Enterprises, Inc.**

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H03000275441 1

**ARTICLES OF INCORPORATION  
OF  
J & K HOFF ENTERPRISES, INC.**

The undersigned, acting as incorporator of J & K Hoff Enterprises, Inc. under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the corporation is J & K Hoff Enterprises, Inc. (the "Corporation").

**ARTICLE II - ADDRESS**

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

2040 Wells Road, Apt. 5-D  
Orange Park, Florida 32073

**ARTICLE III - PURPOSE**

The Corporation is organized for the purpose of performing any lawful business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV - DURATION AND EXISTENCE; EFFECTIVE DATE**

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

**ARTICLE V - AUTHORIZED SHARES**

The maximum number of shares the Corporation is authorized to issue is 1,000,000 shares of common stock having a par value of \$0.01 per share.

**ARTICLE VI - REGISTERED OFFICE AND AGENT**

The Corporation hereby (i) designates 225 Water Street, Suite 2020, Jacksonville, Florida 32202 as the street address of the Corporation's registered office, and (ii) names Intrepid Registered Agent Services, LLC, as the Corporation's registered agent at that address to accept service of process within the State of Florida.

**ARTICLE VII - BOARD OF DIRECTORS**

The number of directors may be increased or decreased from time to time, as provided in the Corporation's bylaws, but shall never be less than one (1).

Prepared by G. Ray Driver, Jr.  
Florida Bar No. 0044032  
Driver & McAfee, P.L.  
225 Water Street, Suite 2020  
Jacksonville, Florida 32202  
904-301-1269

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ARTICLE VIII - INCORPORATORS

The name and street address of the incorporator are:

Name

Address

G. Ray Driver, Jr.

225 Water Street, Suite 2020  
Jacksonville, Florida 32202

ARTICLE VIII - INDEMNIFICATION

(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.

  
\_\_\_\_\_  
G. Ray Driver, Jr., Incorporator

Sep. 11. 2003 5:46PM DRIVER & MCAFEE

No. 0224 P. 4

H03000275441 1

### ACCEPTANCE OF REGISTERED AGENT

The undersigned 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: September 11, 2003

INTREPID REGISTERED AGENT SERVICES, LLC

By: 

G. Ray Driver, Jr., President

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TALLAHASSEE, FLORIDA

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