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04 FEB -2 PM 2:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*James W. Denhardt*  
*Attorney at Law*

*2700 First Avenue North*  
*St. Petersburg, Florida 33713*

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January 30, 2004

Florida Department of State  
Division of Corporations  
Corporate Filings  
P. O. Box 6327  
Tallahassee, Florida 32314

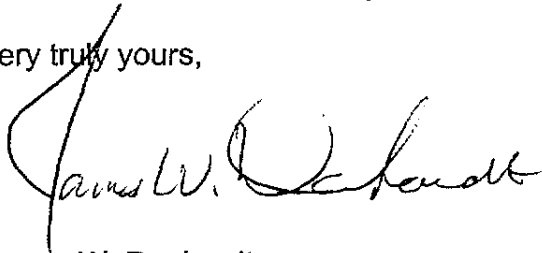
RE: Stuart Group, Inc.

Ladies and Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation and Certificate Designating Place of Business for Service of Process Within this State and Naming Agent Upon whom Process May be Served for the above-referenced corporation. Also enclosed is my check in the amount of \$78.75 for your filing fees.

Please return a certified copy to this office.

Very truly yours,



James W. Denhardt

Enclosures

JWD/dh  
58641294.LSS

**ARTICLES OF INCORPORATION  
OF  
STUART GROUP, INC.**

**FILED**  
**04 FEB -2 PM 2:47**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE ONE - NAME**

The name of the corporation is Stuart Group, Inc.

**ARTICLE TWO - DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE THREE - PURPOSE**

The purpose for which the corporation is organized is to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE FOUR - CAPITAL STOCK**

The aggregate number of shares which the corporation has authority to issue is 100, all of which shall be common shares with par value of \$.01.

**ARTICLE FIVE - PRINCIPAL OFFICE**

The street address of the initial principal office of the corporation is 8224 Wallingford Hills Lane, Jacksonville, Florida 32256.

#### **ARTICLE SIX - REGISTERED OFFICE**

The street address of the initial registered office of the corporation is 2700 First Avenue North, St. Petersburg, Pinellas County, Florida 33713, and the name of the initial registered agent at such address is JAMES W. DENHARDT.

#### **ARTICLE SEVEN - DIRECTORS**

The Board of Directors of the corporation shall consist of not less than one member, nor more than eleven (11) members. The names and addresses of the initial Directors are:

Randall T. Stuart, 8224 Wallingford Hills Lane, Jacksonville, Florida 32256  
Eleanor Stuart, 8224 Wallingford Hills Lane, Jacksonville, Florida 32256

#### **ARTICLE EIGHT - INCORPORATOR**

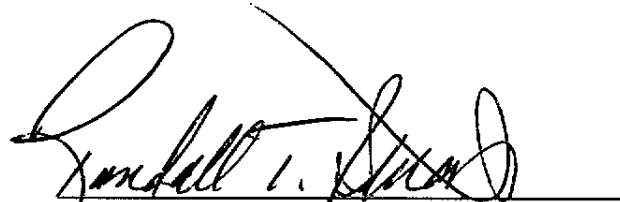
The name and address of the Incorporator is:

Randall T. Stuart, 8224 Wallingford Hills Lane, Jacksonville, Florida 32256

#### **ARTICLE NINE - COMMENCEMENT OF EXISTENCE**

The corporation shall be deemed to commence its existence on the date of the filing of these Articles of Incorporation.

IN WITNESS WHEREOF, I have subscribed my name this 30th day of January, 2004.

  
RANDALL T. STUART, Incorporator

STATE OF FLORIDA  
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared RANDALL T. STUART, who is personally known to me, and who did take an oath, and he acknowledged that he executed the foregoing Articles of Incorporation for the purposes therein expressed.

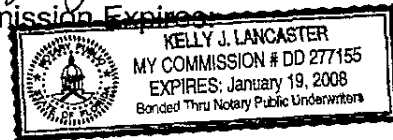
WITNESS my official hand and seal at SunTrust Bank, Duval County, Florida, this 30th day of January, 2004.

*Pub. 5363-738-52-271-0*

*Kelly J. Lancaster*

NOTARY PUBLIC

My Commission Expires

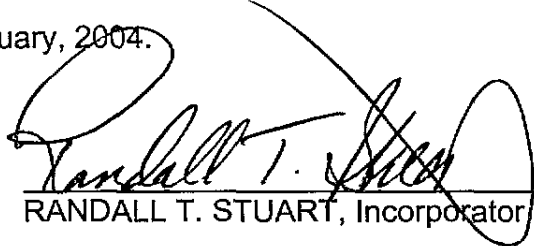


**Certificate Designating Place of Business for Service of Process Within this State, Naming Agent Upon Whom Process May Be Served**

The following is submitted in compliance with Section 48.091, Florida Statutes:

STUART GROUP, INC. has named JAMES W. DENHARDT, whose address is 2700 First Avenue North, St. Petersburg, Florida, as its agent to accept service of process within this State.

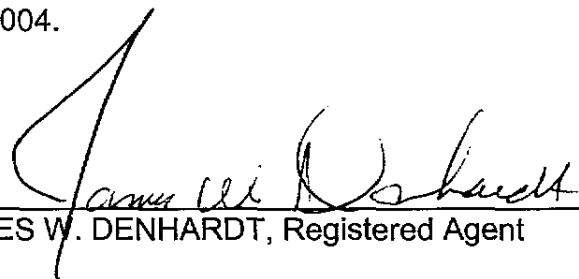
DATED this 30th day of January, 2004.

  
\_\_\_\_\_  
RANDALL T. STUART, Incorporator

**ACCEPTANCE**

Having been named to accept service of process for STUART GROUP, INC., I hereby agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 30th day of January, 2004.

  
\_\_\_\_\_  
JAMES W. DENHARDT, Registered Agent

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