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TALLAHASSEE, FLORIDA

FRED H. STEFFEY
PROFESSIONAL ASSOCIATION
ATTORNEY AND COUNSELLOR
SUITE 300 SOUTHPOINT BUILDING
6620 SOUTHPOINT DRIVE SOUTH
JACKSONVILLE, FLORIDA 32216

BOARD CERTIFIED
TAX LAWYER

February 4, 2004

TELEPHONE (904) 296-0037
FACSIMILE (904) 296-1435

Via Federal Express

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: WILLIAM GOTTSCHALK, JR., INC.

Gentlemen:

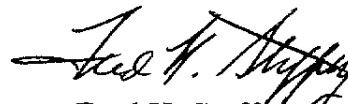
Enclosed for filing is the executed original of the Articles of Organization of the above-referenced company and a certificate of registered agent, together with a copy to be stamped with the filing information and returned with your acknowledgment of the filing.

Also enclosed is my firm's check in the amount of \$70.00 to cover the following filing fees:

Filing Fee.....	\$ 35.00
Designation of registered agent.....	<u>35.00</u>
	\$ 70.00

If you have any questions, please give me a call.

Sincerely,


Fred H. Steffey

FHS:maw
Enclosures

cc: Mr. William Gottschalk, Jr. - w/enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
WILLIAM GOTTSCHALK, JR., INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

Article I

Name and Principal Office

Section 1.1. Name. The name of the corporation is WILLIAM GOTTSCHALK, JR., INC.

Section 1.2. Principal Office. The street address and mailing address of the principal office of the corporation is 3977 Poincianna Boulevard, Jacksonville Beach, Florida 32250.

Article II

Duration

Section 2.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles of Incorporation are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five business days, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

Article III

Purposes

Section 3.1. Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

Article IV

Capital Stock

Section 4.1. Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of voting common stock having a par value of \$1.00 per share and 9,000 shares of non-voting common stock having a par value of \$1.00 per share.

Section 4.2. Voting Common Stock. The shares of voting common stock shall have the following characteristics:

(i) Except as otherwise specifically provided herein, the holders of shares of the voting common stock shall have all the rights and privileges granted generally to the holders of the common stock of a corporation by the laws of the State of Florida and shall have the right to vote on all matters coming before meetings of the stockholders of the Corporation or otherwise required by applicable law to be presented to the Corporation's shareholders for a vote.

(ii) The holders of shares of voting common stock shall be entitled to one vote on matters presented to shareholders for each share of such stock held.

Section 4.3. Non-Voting Common Stock. The shares of non-voting common stock shall have the same characteristics as the shares of voting common stock except that the holders of the non-voting common stock shall be entitled to no vote on any matter coming before meetings of the shareholders of the Corporation or otherwise required by applicable law to be presented to the Corporation's shareholders for a vote.

Section 4.4. All Capital Stock. All of the shares of the Corporation's voting and non-voting common stock shall have the following characteristics:

(i) No holder of any share of the voting or non-voting common stock of the Corporation shall have any pre-emptive or preferential rights of subscription to any shares of stock of the Corporation of any kind, class, or series, whether now or hereafter authorized, or to any obligations convertible into stock of the Corporation, issued or sold.

(ii) The Board of Directors shall have no right to call for redemption any portion of the voting or non-voting common stock of the Corporation except in pursuance of a plan of complete liquidation; however, the Board of Directors may receive and accept offers to the Corporation by holders of voting or non-voting common stock for redemption at such values and upon such terms and conditions as the Board of Directors and such offering shareholders shall mutually determine. In the event the Board of Directors shall agree with a shareholder to redeem any shares of voting or non-voting stock of the Corporation, no other holder of shares of such stock not so redeemed shall have any right to demand that any of his shares of such stock also be redeemed.

(iii) Upon any complete liquidation of the Corporation each holder of voting and non-voting common stock shall be entitled to the distribution to him of his allocable share of the assets of the Corporation remaining after the satisfaction of all liabilities of the Corporation.

Section 4.5. Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

Section 4.6. Approval of Shareholders Required for Merger. The approval of a majority of the shareholders of this corporation to any plan or merger or consolidation shall be required in every case, whether or not such approval is required by law.

Article V

Initial Registered Office; Resident Agent

Section 5.1. Office Address. The street address and the mailing address of the initial registered office of this corporation is 6620 Southpoint Drive South, Suite 300, Jacksonville, Florida 32216.

Section 5.2. Resident Agent. The name of the initial resident agent of this corporation at the address set forth in Section 5.1 is Fred H. Steffey.

Article VI

Directors

Section 6.1. Number. This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2. Initial Director. The name and mailing address of the member of the first board of directors of the corporation is:

William Gottschalk, Jr., 3977 Poincianna Boulevard, Jacksonville Beach, Florida 32250

Section 6.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 6.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article VII

Bylaws

Section 7.1. Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, 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 directors.

Article VIII

Incorporator

Section 8.1. Name and Address. The name and street address of the incorporator of this corporation are:

Fred H. Steffey, 6620 Southpoint Drive South, Suite 300, Jacksonville, Florida 32216

Article IX

Amendment

Section 9.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles this 4th day of February, 2004.


FRED H. STEFFEY

STATE OF FLORIDA)
)
COUNTY OF DUVAL)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the county and state aforesaid to take acknowledgments, personally appeared **FRED H. STEFFEY** (Known to me X or Type of Ident. & No: _____) and who executed the foregoing document, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 4th day of February, 2004



Mary Wigmore
My Commission DD041626
Expires July 11 2005

Mary Wigmore
NOTARY PUBLIC, State of Florida
PRINT NAME Mary Wigmore

My Commission Expires: 7-11-05

**CERTIFICATE DESIGNATING REGISTERED OFFICE
AND RESIDENT AGENT
FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Florida Statutes §§48.091 and 607.0501, the following is submitted:

WILLIAM GOTTSCHALK, JR., INC. desiring to organize or qualify under the laws of the State of Florida, hereby designates **FRED H. STEFFEY** as its resident agent to accept service of process within the State of Florida and the address of the registered office shall be 6620 Southpoint Drive South, Suite 300, Jacksonville, Florida 32216.

WILLIAM GOTTSCHALK, JR., INC.

By: 
FRED H. STEFFEY Incorporator

Date: 2-4-04

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further state that I am familiar with and accept the obligations provided for in Florida Statutes §607.0505 and others relative to the proper and complete performance of my duties.


FRED H. STEFFEY

Date: 2-4-04

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