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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02-16-04  
T.B.

LAW OFFICES OF  
**WILLIAM A. HAMILTON, III**  
PROFESSIONAL ASSOCIATION  
4729 HIGHWAY 17, SUITE 203  
ORANGE PARK, FLORIDA 32003

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William A. Hamilton, III  
Frederic A. Buttner, III

Telephone (904) 278-3888  
Telefax (904) 278-3880

February 6, 2004

DIVISION OF CORPORATIONS  
FLORIDA DEPARTMENT OF STATE  
P. O. BOX 6327  
TALLAHASSEE, FL 32314

Re: PHILLIP MASON VENTURES, INC.

Dear Sir:

Enclosed herewith, please find the original and one copy for returning of the Articles of Incorporation on the above captioned along with your \$78.75 filing fee.

Very truly yours,

*Bill Hamilton/ra*

William A. Hamilton, III

WAH:sa  
enclosure

**ARTICLES OF INCORPORATION  
OF  
PHILLIP MASON VENTURES, 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

Section 1.1 Name. The name of the corporation is: PHILLIP MASON VENTURES, INC.

**ARTICLE II**

DURATION

Section 2.1 Duration. The corporation shall exist perpetually.

**ARTICLE III**

PURPOSE

Section 3.1 Purpose. This corporation is 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 10,000 shares of common stock having a par value of \$ .10 per share. Said authorized shares may be divided into voting and non-voting shares before issuance by action of the board of directors; provided, however, that in the event such designation is not specifically made by the board of directors, said stock shall be deemed voting.

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Section 4.2 Restrictions on Transfer of Stock. The shareholders may by agreement or bylaw provision, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as is deemed necessary.

Section 4.3 Approval of Shareholders Required for Merger. The approval of a majority of the holders of Common Stock of this corporation to any plan of merger or consolidation shall be required in every case, whether or not such approval is required by law.

## **ARTICLE V**

### **INITIAL REGISTERED OFFICE AND AGENT PRINCIPAL OFFICE**

Section 5.1 Name and Address. The mailing address of the registered office of this corporation is 3108 U. S. Highway 17, Orange Park, Florida, 32003, and the name of the registered agent of this corporation at that address is THOMAS CHANDLER YONGE. The principal address is the same as the registered office.

## **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 Directors. The name and street address of the member of the Board of Directors of the corporation:

THOMAS CHANDLER YONGE  
3108 U. S. Highway 17  
Orange Park, Florida 32003

Section 6.3 Compensation. The Board of Directors is hereby specifically authorized to make provisions 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 directors of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

Section 6.4 Indemnification. The Board of Directors is hereby specifically authorized to make provisions 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 were adopted by the Board of 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 subjected to amendment or repeal by the Board of Directors.

**ARTICLE VIII**

**INCORPORATION**

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

THOMAS CHANDLER YONGE  
3108 U. S. Highway 17  
Orange Park, Florida 32003

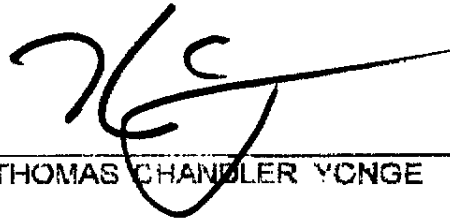
**ARTICLE IX**

**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 Restated Articles this 2 day of ~~January~~, 2004.

FEBRUARY



\_\_\_\_\_  
THOMAS CHANDLER YONGE

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

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

PHILLIP MASON VENTURES, INC., desiring to organize or qualify under the laws of the State of Florida, hereby designates THOMAS CHANDLER YONGE as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 3108 U. S. Highway 17, Orange Park, Florida, 32003.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agreed to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the property and complete performance of my duties.

Name: THOMAS CHANDLER YONGE
Date: January 2, 2004
FEB
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
04 FEB -9 PM 2:39
FILED

STATE OF FLORIDA
COUNTY OF CLAY

The foregoing instrument was acknowledged before me by THOMAS CHANDLER YONGE who is personally known to me this 02 day of February, 2004.

Shirley A Bourdow

NOTARY PUBLIC
My commission expires: 11-07-06

