

04-01-04

FROM-Akerman Senterfitt

904-354-4459

T-132 P.001/007 E-788

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**FLORIDA PROFIT CORPORATION OR P.A.**

**Round Ball Rags, Inc.**

Certificate of Status	0
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FROM-Akerman Senterfitt

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ARTICLES OF INCORPORATION  
OF  
ROUND BALL RAGS, INC.

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ARTICLE I

Name and Duration

The name of the Corporation is Round Ball Rags, Inc. The duration of the Corporation is perpetual. This Corporation shall begin its corporate existence as of the date that these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office and mailing address of the Corporation in the State of Florida is 3009 Marsh Elder Drive South, Jacksonville, Florida 32226.

ARTICLE III

Registered Office and Agent

The street address of the registered office in the State of Florida is 50 North Laura Street, Suite 2500, Jacksonville, Florida 32202 in the County of Duval. The name of the registered agent at such address is MOTOLAW, Inc.

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.

## ARTICLE V

### Capital Stock

1. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is:

- (a) 300,000 shares of common stock having no par value per share; and
- (b) 10,000 shares of preferred stock having no par value per share.

2. Except as specifically provided in this Article V, the rights, preferences, powers and privileges of the shares of the preferred stock and the restrictions, limitations and qualifications thereof shall be determined by the Board of Directors in the resolution or resolutions by which it authorizes the issuance of such stock. By way of illustration, and not by way of limitation, the Board of Directors shall have the power to decide on the following terms: (1) whether the shares of preferred stock shall be issued in one or more series at one time, or from time to time; (2) whether and to what extent the shares of any series of preferred stock shall be participating; (3) the dividend rate or rates, if any, on the shares of any series of preferred stock and the relation which dividends on any series of preferred stock shall bear to the dividends payable on any other kind or kinds, or of any other class or classes of any kind or kinds, or of any other series of any class or classes of capital stock of the corporation; (4) the terms and conditions upon which and the periods in respect to which any such dividends shall be payable; (5) whether and upon what conditions any dividends on any series of preferred stock shall be cumulative and, if cumulative, the date or dates from which dividends shall accumulate; (6) whether the shares of any series shall be limited with respect to participation in dividends, if any, or whether they shall participate in dividends over and above the dividend rate, if any, provided for the shares of such series; (7) whether any such dividends shall be payable in cash, in shares of such series, in shares of any other kind or kinds, or of any other class or classes of any kind or kinds, or of any other series of any class or classes of capital stock of the corporation, or in other property, or in more than one of the foregoing; (8) whether the shares of any series of preferred stock shall be redeemable or callable, the limitations and restrictions with respect to such redemptions or calls, the time or times when, the price or prices (which may be greater than par value) at which and the manner in which shares of any series shall be redeemable or callable, including the manner of selecting shares of the series for redemptions or calls if less than all such shares are to be redeemed or called; (9) whether the shares of any series of preferred stock shall be subject to the operation of a purchase, retirement or sinking fund, and, if so, whether and upon what conditions the purchase, retirement or sinking fund shall be cumulative or noncumulative, and the extent to which and the manner in which the fund shall be applied to the purchase or redemption of the shares of the series for retirement or to other corporate purposes and the terms and provisions relative to the operation thereof; (10) the terms on which any series of preferred stock shall be convertible into or exchangeable for shares of any other kind or kinds, or any other class or classes of any kind or kinds, or of any other series of any class or classes of capital stock of the corporation, and the price or prices or the rate or rates of conversion or exchange and the method, if any, of adjusting the same, and any other terms and conditions of such conversion or exchange; (11) the matters on which the holders of any series of preferred stock shall be entitled

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to vote, either together with others or separately as a class; (12) the preferences of any series in respect to the assets of the corporation upon voluntary and involuntary liquidation, dissolution, distribution of assets and winding-up the corporation, including the amount (which may be greater than par value) payable to holders of any series before any amount is payable to the holders of common stock or any other subordinate kind or kinds or any other subordinate class or classes of any kind or kinds of capital stock; (13) any other rights, preferences, power and privileges and relative, participating, optional or other special rights, and qualifications of or limitations or restrictions on any series which the Board of Directors may deem advisable, provided they are not inconsistent with the provisions of these Articles of Incorporation. Notwithstanding anything in this Article III to the contrary, each share of preferred stock of any series shall stand on a parity with each other share of preferred stock of that series and of any other series of preferred stock upon the voluntary or involuntary liquidation, dissolution or distribution of assets, or winding-up of the corporation.

3. Each share of common stock shall have one vote on every matter coming before any meeting of the stockholders or otherwise to be acted upon by stockholders. Notwithstanding anything in this Article V to the contrary, each share of preferred stock of any series with voting rights and privileges shall have the same voting rights and privileges as each other share of that series. Shares of any series of preferred stock shall be entitled to vote as a class on matters specified by the Board of Directors in the resolution or resolutions by which it authorizes the issuance of preferred stock of such series.

4. Unless otherwise provided for herein, no holder of any shares of capital stock of any kind, class or series or of any other securities or obligations of this corporation shall have, as a matter of right, any preemptive, preferential or other right to subscribe for, purchase or receive any shares of the capital stock of any kind, class or series, or any other securities or obligations convertible into or exercisable or exchangeable for shares of stock or other securities or obligations of the same or any other kind, class or series, whether now or hereafter authorized.

## ARTICLE VI

### Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

Name

Address

MOTOLAW, Inc.

50 North Laura Street, Suite 2500  
Jacksonville, Florida 32202

ARTICLE VIIBoard of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by 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(s) who shall serve as the initial director(s) of the Corporation until the first annual meeting of the shareholders is as follows:

<u>Name</u>	<u>Address</u>
Ronald Cage	3009 Marsh Elder Drive South Jacksonville, Florida 32226
Sandra Cage	3009 Marsh Elder Drive South Jacksonville, Florida 32226
Eric R. Greene	3009 Marsh Elder Drive South Jacksonville, Florida 32226

ARTICLE VIIIAmendment

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 IXBylaws

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.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Jacksonville, Duval County, Florida this 1st day of April, 2004.

**INCORPORATOR:**

MOTOLAW, Inc., a Florida corporation

By: Robert G. Shaffer II  
Robert G. Shaffer II, President

04-01-04

10:44

FROM-Akerman Senterfitt

904-354-4450

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REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That Round Ball Rags, Inc. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Jacksonville, County of Duval, State of Florida, has named MOTOLAW, Inc., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further state that I am familiar with §607.0501, Florida Statutes.

MOTOLAW, Inc., a Florida corporation

By: Robert G. Shaffer II  
Robert G. Shaffer II, President

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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DATED: April 1, 2004