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Division of Corporations

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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : STONEBURNER BERRY & SIMMONS, P.A.
Account Number : I20010000084
Phone : (904) 354-8888
Fax Number : (904) 354-5244

FLORIDA PROFIT CORPORATION OR P.A.

North Main Street Partners, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	05
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**ARTICLES OF INCORPORATION
OF
NORTH MAIN STREET PARTNERS, INC.**

ARTICLE I.

CORPORATE NAME

The name of this corporation is **NORTH MAIN STREET PARTNERS, INC.**

ARTICLE II.

INITIAL PRINCIPAL OFFICE

The street address and the mailing address of the initial principal office of this corporation is
9471 Baymeadows Road, #403, Jacksonville, Florida 32256.

ARTICLE III.

COMMENCEMENT OF EXISTENCE

The existence of the corporation shall commence on execution by the incorporator unless the filing of these Articles of Incorporation occurs more than five (5) business days thereafter, in which event such existence shall commence on the date of filing of these Articles of Incorporation.

ARTICLE IV.

CAPITAL STOCK

This corporation is authorized to issue Twenty Thousand (20,000) shares of common stock with a par value of One Cent (\$0.01) per share, which shares shall be and hereby are designated as "Common Shares." Without action by the shareholders, any or all of the authorized shares may be issued by this corporation from time to time for such consideration as may be fixed by the board of directors of this corporation.

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ARTICLE V.

PREEMPTIVE RIGHTS

Each holder of any of the shares of the capital stock of the corporation shall be entitled to a preemptive right to purchase or subscribe for any unissued stock of any class or any additional shares of any class to be issued by reason of any increase of the authorized capital stock of the corporation of any class, or bonds, certificates of indebtedness, debentures or other securities convertible into stock of the corporation, or carrying any rights to purchase stock of any class, whether said unissued stock shall be issued for cash, property, or any other lawful consideration, and, without limitation of the foregoing, shall have such a preemptive right with respect to shares or other securities offered as compensation.

ARTICLE VI.

CUMULATIVE VOTING

All rights to vote and all voting power shall be exclusively vested in the Common Shares and the holders thereof shall be entitled at all elections of directors to as many votes as shall equal the number of votes which (except for this provision as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected, and such holder may cast all of such votes for a single director or may distribute them among the number to be voted for, or for any two or more of them as he may see fit, and to one vote for each share upon all other matters.

ARTICLE VII.

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the state of Florida is 9471 Baymeadows Road, #403, Jacksonville, Florida 32256, and the name of the initial registered agent of this

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corporation at that address is James R. Young. The board of directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VIII.

INCORPORATOR

The name and address of the Incorporator of this corporation is:

James R. Young
9471 Baymeadows Road
Suite 403
Jacksonville, Florida 32256

ARTICLE IX.

INITIAL BOARD OF DIRECTORS

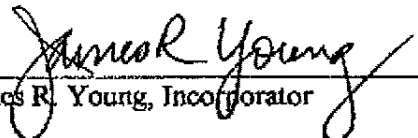
The initial board of directors shall consist of James R. Young, James England, A. J. Johns and Ryan Schmitt.

ARTICLE X.

AMENDMENTS AND BYLAWS

These Articles of Incorporation may be amended in the manner provided by law. Either the shareholders or board of directors may repeal, amend, or adopt bylaws for the corporation, pursuant to these articles, except that the shareholders may prescribe in any bylaw made by them that such bylaw shall not be altered, repealed, or amended by the board of directors.

IN WITNESS WHEREOF, the undersigned Incorporator has hereunto set his hand this 18 day of November, 2004.


James R. Young, Incorporator

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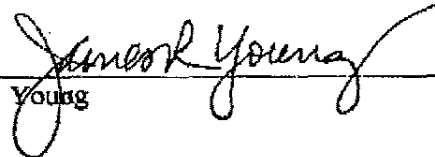
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**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
NORTH MAIN STREET PARTNERS, INC.**

Pursuant to Section 607.0501, Florida Business Corporation Act, James R. Young, 9471 Baymeadows Road, #403, Jacksonville, Florida 32256, having been named as registered agent to accept service of process upon **NORTH MAIN STREET PARTNERS, INC.**, hereby accepts the appointment as registered agent, agrees to act in that capacity, and agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties as registered agent, acknowledging hereby that he is familiar with and accepts the obligations of his position as registered agent.

IN WITNESS WHEREOF, the undersigned corporation has caused this Certificate to be executed in Jacksonville, Duval County, Florida on this 18 day of November, 2004.

James R. Young



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