

FROM

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Florida Department of State  
Division of Corporations  
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FLORIDA PROFIT/NON PROFIT CORPORATION

CBL, INC.

Certificate of Status	0
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STATE OF FLORIDA  
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FROM

(TUE) 5.16'06 15:10/ST. 15:09/NO. 4863333824 P 2



May 16, 2006

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

FOLEY & LARDNER

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FROM

(TUE) 5.16.06 15:11/ST. 15:09/NO. 4863333824 P 3  
(((H06000134281 3)))

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06 MAY 16 PM 12:50

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
CBL HOLDINGS, INC.**

THE UNDERSIGNED, acting as sole incorporator of CBL HOLDINGS, INC. (hereinafter, the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, as hereafter amended and modified (the "FBCA"), hereby adopts the following Articles of Incorporation for the Corporation, pursuant to Section 607.0201 of the FBCA:

**ARTICLE 1**

**Name**

The name of the Corporation is: CBL HOLDINGS, INC.

**ARTICLE 2**

**Purpose**

The Corporation may, and is authorized to, engage in any activity or business now or hereafter permitted under the laws of the United States and of the State of Florida.

**ARTICLE 3**

**Principal Office and Mailing Address**

The address of the Principal Office of the Corporation is 2769 New Tampa Highway, Lakeland, Florida 33815 and its mailing address is 2769 New Tampa Highway, Lakeland, Florida 33815. The location of the Principal Office and the mailing address shall be subject to change as may be provided in the Bylaws.

**ARTICLE 4**

**Capital Stock**

The total number of shares of capital stock which the Corporation shall have the authority to issue shall be 1,000,000 shares, all of which shares shall be denominated "Common Stock," having a par value of \$0.01 per share. Pursuant to Section 607.0602 of the FBCA, the Board of Directors is authorized, without the approval of the shareholders of the Corporation, to (a) provide for the classification and reclassification of any unissued shares of common stock or preferred stock and determine the preferences, limitations, and relative rights thereof and (b) issue common stock or preferred stock in one or more classes or series, all within the limitations set forth in Section 607.0601 of the FBCA.

(((H06000134281 3)))

FROM

.....(TUE) 5/16/06 15:11/ST. 15:09/NO. 4863333824 P 4

**ARTICLE 5**  
**Shareholder Action**

Except as otherwise required by the FBCA, an affirmative vote of greater than fifty percent (50%) of the shares of Common Stock of the Corporation shall be required for any Shareholder action.

**ARTICLE 6**  
**Board of Directors**

There shall initially be three (3) members of the Board of Directors, who shall serve until the first meeting of the shareholders of the Corporation. The initial members of the Board of Directors are as follows:

Lawrence J. Keim  
2769 New Tampa Highway  
Lakeland, Florida 33815

Carl Anderson  
2769 New Tampa Highway  
Lakeland, Florida 33815

Robert W. Singleton  
2769 New Tampa Highway  
Lakeland, Florida 33815

Thereafter, the number of directors of the Corporation may be fixed in accordance with the Bylaws of the Corporation, but shall in no event be less than one (1).

**ARTICLE 7**  
**Initial Registered Office and Agent**

The address of the initial Registered Office of the Corporation is One Independent Drive, Suite 1300, Jacksonville, Florida 32202, and the initial Registered Agent at such address is F&L Corp.

**ARTICLE 8**  
**Incorporator**

The name and address of the sole Incorporator of the Corporation is: David L. Robbins, Esq., Partner, Foley & Lardner LLP, 100 North Tampa Street, Suite 2700, Tampa, Florida 33602.

(((H06000134281 3)))

FROM

.....(TUE) 5.16.06 15:11/ST. 15:09/NO. 4863333824 P 5

IN WITNESS WHEREOF, these Articles of Incorporation have been signed by the undersigned Incorporator this 15<sup>th</sup> day of May, 2006.



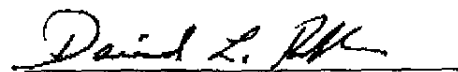
Name: David L. Robbins  
Title: Sole Incorporator

**ACCEPTANCE OF APPOINTMENT  
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, having been named in the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the Corporation.

DATED this 15<sup>th</sup> day of May, 2006.

**F&L CORP.**

By:   
David L. Robbins,  
Vice President

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