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Florida Department of State  
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To: Division of Corporations  
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From: Account Name : FOWLER WHITE BOGGS BANKER - JACKSONVILLE  
Account Number : I20040000146  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

Janney, Inc.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
JANNEY, INC.**

**ARTICLE I.**

**NAME**

The name of this corporation is Janney, Inc.

**ARTICLE II.**

**PRINCIPAL OFFICE**

The initial principal office and mailing address of this corporation is 15640 Laurel Dawn Dr., Ft. Myers, Florida 33912-2201.

**ARTICLE III.**

**COMMENCEMENT OF EXISTENCE**

The existence of the corporation commences 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 commences on the date of filing of these Articles of Incorporation.

**ARTICLE IV.**

**CAPITAL STOCK**

This corporation is authorized to issue One Million (1,000,000) shares of common stock having a par value of \$.01 per share. 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.

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 50 North Laura Street, Suite 2200, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is Fowler White Boggs Banker P.A., Attention: Michael E. Goodbread, Jr. 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 VI.

INCORPORATOR

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

NAMEADDRESS

Marshall Janney

15640 Laurel Dawn Dr.  
Ft. Myers, Florida 33912-2201

## ARTICLE VII.

INDEMNIFICATION OF DIRECTORS AND OFFICERS


This corporation shall indemnify its directors and officers to the full extent permitted by applicable law. No director of this corporation shall be liable to said corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act as the same exists or may hereafter be amended. Any amendment, modification or repeal of this Article VII shall not adversely affect any right of protection of an officer or director of the corporation in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

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**ARTICLE VIII  
AMENDMENTS**

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, has hereunto set his hand and affixed his seal this 3 day of July, 2007.

  
\_\_\_\_\_  
Marshall Jarney  
Incorporator

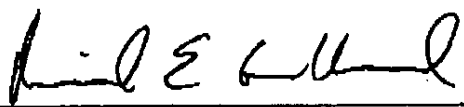
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**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT OF JANNEY, INC.**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the state of Florida upon Janney, Inc., a corporation organized under the laws of the State of Florida, and having been made aware of the obligations and responsibilities of a Registered Agent, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 50 North Laura Street, Suite 2200, Jacksonville, Florida 32202.

IN WITNESS WHEREOF, the undersigned, on behalf and in the name of the designated Registered Agent as its authorized representative, has hereunto set his hand and seal in Jacksonville, Duval County, Florida, on this 3 day of July, 2007.

Fowler White Boggs Banker P.A.

By   
Michael E. Goodbread, Jr.

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