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2007 DEC 14 P 3:54
TALLAHASSEE, FLORIDA

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12-14-07
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COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Group L, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Linda Long
Name (Printed or typed)
1611 Wells Road Suite D
Address
Orange Park, FL 32013
City, State & Zip
904-264-3013
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

FOR

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation shall be

Group L, Inc.

ARTICLE II

PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE III

POWERS

This corporation shall have all the powers now existing or hereafter given to it by any appropriate jurisdiction including, but not limited to, all powers given by the laws of the State of Florida to include Florida Statutes Chapter 607/62. The foregoing enumeration of powers shall not be construed as a limitation upon the lawful powers of this corporation.

ARTICLE IV

DURATION

This corporation shall exist perpetually.

ARTICLE V

DIRECTORS

This corporation shall have as many directors as the stockholders may determine from time to time in accordance with the provisions of these Articles of Incorporation, the By-Laws, and applicable law, but in no event shall there be less than one director. The following individual shall act as the initial Board of Directors until the organizational meeting of this corporation:

ARTICLE VI

OFFICERS

This corporation shall have as many officers as the Board of Directors may determine from time to time in accordance with these Articles of Incorporation, the By-Laws, and applicable law. However, there shall always be at least a president, secretary and a treasurer. Any one person shall be entitled to hold two or more offices in this corporation. The following person shall serve in the below-designated offices until the organization meeting of this corporation:

Linda C. Long - President, Vice President,
and Secretary/Treasurer

ARTICLE VII

SUBSCRIBERS AND INCORPORATORS

The person who has acted as subscriber and incorporator for these Articles of Incorporation and who has executed these Articles of Incorporation at the end to evidence such acts, is as follows:

John Randall Long
1677 Wells Rd. Suite D
Orange Park, Fl 32073

ARTICLE VIII

PRINCIPAL PLACE OF BUSINESS, REGISTERED OFFICE AND REGISTERED AGENT

The initial principal place of business of this corporation shall be *1677 Wells Road Suite D* Orange Park, Florida 32073. The initial registered office of this corporation shall be *1677 Wells Road Suite D*, Orange Park, Florida 32073. The below-named individual has been appointed as the initial Registered Agent for this corporation for the purpose of receiving service of process and/or other acts as may be required from time to time by applicable law, and the following individual has accepted this appointment by his execution at the end of these Articles of Incorporation:

Linda C. Long
1677 Wells Road
Orange Park, Fl 32073

ARTICLE IX

CAPITAL STOCK

The authorized capital stock of this corporation shall be voting common stock, with 100 shares at a par value of \$1.00 per share.

ARTICLE X

VOTING RIGHTS OF SHAREHOLDERS AND CONTRACTS BETWEEN CORPORATION AND SHAREHOLDERS

Each share of common stock shall have one vote, and there shall be no cumulative voting. Except as may be otherwise expressly prohibited by applicable law or regulation, nothing in these Articles shall be construed to prohibit contracts between the corporation and the shareholders, or between the shareholders themselves, as to any and all lawful subjects including, but not limited to, ownership and transfer of shares and exercise of voting rights.

ARTICLE XI

PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new capital stock of this corporation of the same kind, class or series, as the case may be, as that which he already holds, shall have the right to purchase his prorata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XII

BY-LAWS

The initial By-Laws of this corporation shall be adopted by a simple majority vote of the outstanding shares of capital stock as initially issued by the corporation. These initial By-Laws shall be adopted at the organizational meeting of this corporation. Any amendment to the By-Laws may be proposed by any shareholder, director or officer; but no amendment shall be effective unless it is approved by a simple majority of the outstanding shares of record of the capital stock of this corporation, excluding any shares then held by this corporation as treasury stock.

ARTICLE XIII

MANAGEMENT OF CORPORATION

The management of this corporation shall be by its Board of Directors subject to the rights of the holders of record

of the outstanding shares of the capital stock of this corporation.

ARTICLE XIV

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every officer and every director of this corporation shall be indemnified by this corporation against all expenses and liabilities including, but not limited to, attorneys' fees reasonably incurred by or imposed upon each of them in connection with any proceeding, whether civil, criminal, administrative or investigative, or any settlement of any such proceeding, or any appeal from any such proceeding, to which any of them may be a party or in which any of them may become involved by reason of their being or having been an officer or director of this corporation, or by having served at the request of this corporation as an officer or director of any other corporation, whether or not any of them is a director or officer at the time such expenses are incurred, and regardless of by whom the proceeding was brought, except in relation to matters as to which any officer or director should be adjudged liable for gross negligence or wilful misconduct; provided, however, in the event of a settlement, the indemnification shall apply only when the Board of Directors of this corporation approves the settlement and the resulting indemnification as being for the best interest of this corporation. This right of indemnification shall be in addition to and not exclusive of all other rights to which any officer or director may be entitled.

Expenses incurred in defending a suit or proceeding contemplated in the foregoing section may be paid at the discretion of the Board of Directors of this corporation in advance of the final disposition of the action or proceeding, but only upon the authorization of all of the non-interested directors and only if the officer or director to whom the funds are being provided obligate themselves beforehand in writing to pay such amounts as may be ultimately determined to be an indemnification to which that officer or director is not entitled.

This corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was an officer or director of this corporation, or is or was serving at the request of this corporation as an officer or director of another corporation, against any liability asserted against any of them and incurred by any of them in that capacity, or arising out of their status as such, whether or not the corporation would have the power to indemnify against such liability under the provisions of this Article.

ARTICLE XV

AMENDMENTS TO THESE ARTICLES

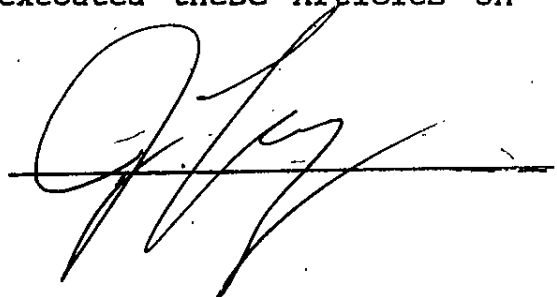
The procedure for proposing and adopting amendments to these Articles of Incorporation shall be as provided by Florida Statutes, Section 607.181, or any amendment thereof then in force. In the absence of any such provision, amendment shall be upon a vote of a simple majority of the outstanding shares of common stock, except shares held by the corporation.

ARTICLE XVI

TAXATION

This corporation shall be entitled to make elections or adopt plans from time to time as provided by federal, state or local tax laws and regulations, as for example, election of Subchapter S status under the Internal Revenue Code or adoption of plans under Section 1244 of the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned, being the individuals who constitute the initial directors, officers, subscribers and incorporators, respectively, as named in these Articles of Incorporation, have executed these Articles on this 10 - day of December, 2007



STATE OF FLORIDA)

COUNTY OF Clay)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared John Randall Long, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed them for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 10th day of December, 2007

Jessica E. Duncan
Notary Public

