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PICK-UP WAIT MAIL

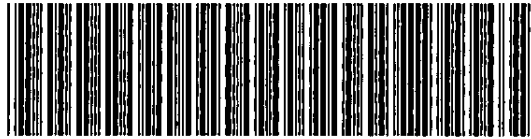
(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

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STATE
ALL APPLICANTS

MD 3/5

COVER LETTER

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

SUBJECT: PROVIDENT NATIONAL HOLDINGS CORP.
(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

<input type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED	

FROM: JEVON A. CECIL
Name (Printed or typed)
13245 ATLANTIC BLVD., SUITE 4-277
Address
JACKSONVILLE, FL 32225
City, State & Zip
(800) 803-1380 EXT 800
Daytime Telephone number
compliance@provident-legal.com
E-mail address: (to be used for future annual report notification)

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

ARTICLES OF INCORPORATION
OF
PROVIDENT NATIONAL HOLDINGS CORP.

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

15 APR -3 AM 11:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of the corporation shall be PROVIDENT NATIONAL HOLDINGS CORP (the "Corporation").

ARTICLE II
PRINCIPLE OFFICE

The street address of the initial registered office of the Corporation shall be:

13245 Atlantic Blvd
Suite 4-277
Jacksonville, FL 32225

ARTICLE III
PURPOSE

This Corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE IV
TERM OF EXISTENCE

This Corporation shall exist perpetually.

ARTICLE V
CAPITAL STOCK

Section 1. Number and Class of Authorized Shares: This Corporation is authorized to issue two classes of shares designated respectively as "Common Stock" and "Preferred Stock".

The number of shares of Common Stock which this Corporation is authorized to issue is eight million (8,000,000) having a par value of \$.01.

The number of shares of Preferred Stock which this Corporation is authorized to issue is two million (2,000,000) having a par value of \$.01.

Section 2. Terms and Provisions of Shares Designated as Preferred Stock:

The express terms and provisions of the shares classified as Preferred Stock are as follows:

- (a) The Preferred Stock may be issued from time to time in one or more series. The Board of Directors is authorized to fix the number of shares of any series of Preferred Stock and to determine the designation of any such series. The Board of Directors is further authorized to determine or alter the rights, preferences, privileges and restrictions granted to or imposed upon any wholly unissued series of Preferred Stock and, within the limits and restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any series, to increase or decrease (but not below the number of shares of each series outstanding) the number of shares of any such series subsequent to the issuance of shares of that series.
- (b) The holders of the shares classified and designated as Preferred Stock shall be entitled to one (1) vote per share at all meetings of the shareholders of the Corporation.
- (c) The holders of the shares of Preferred Stock shall receive dividends, when and as declared by the Board of Directors, out of funds available for the payment of dividends, before any dividend shall be paid on the shares of Common Stock. Such dividends shall be payable at the rate per share per annum, and no more, and pursuant to the other terms as shall have been fixed by the Board of Directors, and no dividends shall be paid on the shares of Common Stock unless the current dividend, and all the arrears of dividends, if any, on the outstanding shares of the Preferred Stock shall have been paid or provision shall have been made for the payment thereof.
- (d) In case of the dissolution or liquidation of the Corporation, before any payment shall be made to the holders of the Common Stock, the holders Preferred Stock shall be entitled to be paid from the assets available therefor, the liquidation price fixed by the Board of Directors, and all accrued and unpaid dividends thereon, but shall not be entitled to participate any further in the distribution of the assets of the Corporation.
- (e) Pursuant to subsection (a) of this Section 2, there is hereby established a series of the Preferred Stock, ten thousand (10,000) shares authorized which is designated as "Series AA Preferred Stock" with express terms as set forth in Appendix A attached hereto and herein as if fully set forth herein.

Section 3. Terms and Provisions of Shares Designated as Common Stock:

The express terms and provisions of the shares classified as Common Stock are as follows:

- (a) The holders of said shares shall be entitled to one (1) vote per share at all meetings of the shareholders of the Corporation.
- (b) After the payment to the holders of all Preferred Stock of the preferential amounts to which they shall be entitled in the event of the dissolution or liquidation of the Corporation, the holders of the shares of Common Stock shall be entitled to all of the residue of the assets and shall receive payment thereof in proportion to the shares held by them respectively.
- (c) Subject to the express terms and provisions of the shares designated as Preferred, the holders of the shares of Common Stock shall have all, and all other rights, interests, powers and privileges of shareholders of corporations for profit as provided by law, without any restrictions, qualifications or limitations thereof.

**ARTICLE VI
BOARD OF DIRECTORS**

Section 1. Initial Board of Directors: The initial Board of Directors shall consist of:

Jevon A. Cecil

Section 2. Limitation of Directors' Liability: Pursuant to Article X, the liability of the directors of this Corporation for monetary damages shall be eliminated to the fullest extent permissible under Florida law.

Section 3. Repeal or Modification: Any repeal or modification of the foregoing provisions of this Article VI by the shareholders of this corporation shall not adversely affect any right or protection of an agent or director of this corporation existing at the time of such repeal or modification.

Section 4. Term of Directors: Each director shall serve for a term running until the following annual meeting of shareholders succeeding his or her election and until his or her successor shall have been duly elected and qualified; provided, however, that the terms of all directors shall expire at the annual meeting of shareholders to be held each fiscal year. Commencing at the annual meeting of shareholders to be held each fiscal year, each director shall be elected to serve until the annual meeting of shareholders held in the following fiscal year or until his or her successor shall have been duly elected and qualified.

**ARTICLE VII
OFFICERS**

The initial Officers of the Corporation shall be:

1. **President**
Jevon A. Cecil
2. **Treasurer**
Jevon A. Cecil

15 MAR -3 AM 11:27
STATE OF FLORIDA
DEPARTMENT OF REVENUE

**ARTICLE VIII
REGISTERED AGENT**

The name and address of the registered agent is:

Jevon A. Cecil
13245 Atlantic Blvd
Suite 4-277
Jacksonville, FL 32225

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Registered Agent Signature

2/25/2015
Date

**ARTICLE IX
INCORPORATOR**

The name and address of the incorporator is:

Jevon A. Cecil
13245 Atlantic Blvd
Suite 4-277
Jacksonville, FL 32225

STATE OF FLORIDA

COUNTY OF DUVAL

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 25 day of FEBRUARY, 20 15.

15 MAR - 3 APR 11:21
STATE OF FLORIDA
DEPARTMENT OF REVENUE

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.



Incorporator Signature

2/25/2015
Date

**ARTICLE X
LIMITATION OF LIABILITY**

Each director, stockholder or officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

**ARTICLE XI
SELF DEALING**

No contract or other transaction between the Corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the Corporation is or are interested in a contract or transaction, or are directors, officers or agents of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the Corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director, officer or agent of such subsidiary or corporation.

**ARTICLE XII
AMENDMENT OF
ARTICLES OF INCORPORATION AND BYLAWS**

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 on shareholders herein are granted subject to this reservation.

Notwithstanding the foregoing, the provisions of this Article XII and the provisions of Articles V and X, may not be altered, amended or repealed in any respect, nor may any provision inconsistent therewith be adopted, unless such alteration, amendment, repeal or adoption is approved by the affirmative vote of the holders of at least 80 percent of the combined voting power of the then outstanding shares of stock of all classes and series of the corporation entitled to vote generally in the election of directors, voting together as a single class; provided, however, that such 80 percent vote shall not be required for any alteration, amendment, repeal or adoption unanimously recommended by the board of directors.

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors, provided that any such adoption, alteration, amendment or repeal of the bylaws shall not be inconsistent with these Articles of Incorporation. The bylaws of the Corporation may be altered, amended or repealed, and new bylaws may be adopted, by shareholders only if such alteration, amendment, repeal or adoption is approved by the affirmative vote of the holders of at least 80 percent of the voting power of the then outstanding shares of stock of all classes and series of the corporation entitled to vote generally in the election of directors, voting together as a single class.

**ARTICLE XIII
EXERCISE OF AUTHORITY**

The following provisions are hereby agreed to for the purpose of defining, limiting and regulating the exercise of the authority of the Corporation, or of its shareholders, or of any class of shareholders, or of its directors, or for the purpose of creating and defining rights and privileges of the shareholders among themselves:

Section 1. Share Transactions and Pre-Emptive Rights:

- (a) The Corporation may purchase, hold, sell and reissue any of its shares and to the extent that the authority to do the same may be granted under these Articles, the Board of Directors shall have power to do all said acts, without any action by shareholders, except as otherwise provided below in this Article XIII.
- (b) No holder of shares of any class shall have any right, pre-emptive or other, to subscribe for or to purchase from the Corporation any of the shares of any class of the Corporation hereafter issued or sold.

Section 2. Transactions Requiring Super Majority Affirmation:

Except as otherwise provided in these Articles of Incorporation; the following transactions shall require the affirmative vote of the holders of at least eighty percent (80%) of the outstanding shares of capital stock of the Corporation entitled to vote thereon, considered for the purposes of this Section 2 as one class.

- (a) any merger or consolidation of the Corporation or a subsidiary of the Corporation;
- (b) any voluntary sale, lease, exchange, transfer or other disposition of all or any substantial part of the assets of the Corporation or a subsidiary of the Corporation;
- (c) the transfer of beneficial ownership of any class or series of shares of the Corporation by the holder to any person(s) or party;
- (d) the purchase by the Corporation of any assets or securities, or a combination thereof, except assets or securities or a combination thereof so acquired in a single transaction or a series of related transactions having an aggregate fair market value of less than Ten Thousand Dollars (\$10,000); or
- (e) the adoption of any plan or proposal for the voluntary dissolution, liquidation, spin-off, or split-up of any kind of the Corporation or a subsidiary of the Corporation, or a recapitalization or reclassification of any securities of the Corporation.

Such affirmative vote shall be required notwithstanding the fact that no vote may be required, or that some lesser percentage may be specified, by law or in any agreement with any national securities exchange.

APPENDIX A

SERIES AA PREFERRED STOCK

1. Issuance and Cancellation

All shares of Series AA Preferred Stock redeemed or purchased by the Corporation shall be retired and shall be restored to the status of authorized but unissued shares of Series AA Preferred Stock.

2. Dividends and Distributions

- (A) Subject to the provisions for adjustment hereinafter set forth, the holders of shares of Series AA Preferred Stock shall be entitled to receive, when and as declared by the Board of Directors out of funds legally available therefor, cash dividends ("Preferred Dividends") in an amount per share of \$2.00, subject to adjustment from time to time as hereinafter provided, (such amount, as adjusted from time to time, being hereinafter referred to as the "Preferred Dividend Rate"), payable quarterly, one-fourth on the third day of March, one-fourth on the third day of June, one-fourth on the third day of September, and one-fourth on the third day of December of each year (each a "Dividend Payment Date") commencing on March 3, 2016, to holders of record at the start of business on such Dividend Payment Date, provided that if the Board of Directors has declared since the prior Dividend Payment Date a quarterly dividend on the Common Stock at a rate that exceeds the Preferred Dividend Rate in effect on such day, the holders of record on the start of business on the record date for such dividend on the Common Stock shall be entitled to receive a cash dividend in an amount per share equal to the quarterly dividend declared on a share of Common Stock, payable on the same date as such dividend on the Common Stock, and provided further that the Dividend Payment Date for the Series AA Preferred Stock shall thereafter be the same date as the record date for the dividend on the Common Stock or if no dividend is declared on the Common Stock in any quarter, the Dividend Payment Date shall be, as appropriate, the fifteenth day of February, May, August or November or if such days are not a day on which the New York Stock Exchange is open for business, then the next preceding day when the New York Stock Exchange is open for business. Preferred Dividends shall begin to accrue on outstanding shares of Series AA Preferred Stock from the date of issuance of such shares of Series AA Preferred Stock. Preferred Dividends shall accrue on a daily basis, based on the Preferred Dividend Rate in effect on such day, whether or not the Corporation shall have earnings or surplus at the time, but Preferred Dividends accrued after March 3, 2016 on the shares of Series AA Preferred Stock for any period less than a full quarterly period between Dividend Payment Dates shall be computed on the basis of a 360-day year of 30-day months. A full quarterly dividend payment of \$2.00 per share shall accrue for the period from the date of issuance until March 3, 2016. Accumulated but unpaid Preferred Dividends shall cumulate as of the Dividend Payment Date on which they first become payable, but no interest shall accrue on accumulated but unpaid Preferred Dividends.

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STANDARD & POOR'S
SERIES AA PREFERRED STOCK

- (B) (1) No full dividends shall be declared or paid or set apart for payment on any shares ranking, as to dividends, on a parity with or junior to the Series AA Preferred Stock, for any period unless full cumulative dividends have been or contemporaneously are declared and paid or declared and a sum sufficient for the payment thereof set apart for such payment on the Series AA Preferred Stock for all Dividend Payment Dates occurring on or prior to the date of payment of such full dividends. When dividends are not paid in full, as aforesaid, upon the shares of Series AA Preferred Stock shall be declared pro rata so that the amount of dividends declared per share on Series AA Preferred Stock and such other parity shares shall in all cases bear to each other the same ratio that accumulated dividends per share on the shares of Series AA Preferred Stock and such other parity shares bear to each other. Except as otherwise provided in these Articles, holders of shares of Series AA Preferred Stock shall not be entitled to any dividends, whether payable in cash, property or shares, in excess of full cumulative dividends, as herein provided, on Series AA Preferred Stock.
- (2) So long as any shares of Series AA Preferred Stock are outstanding, no dividend (other than dividends or distributions paid in shares of, or options, warrants or rights to subscribe for or purchase shares of, Common Stock or other shares ranking junior to Series AA Preferred Stock as to dividends and other than as provided in paragraph (B)(1) of this Section 2) shall be declared or paid or set aside for payment or other distribution declared or made upon the Common Stock or upon any other shares ranking junior to or on a parity with Series AA Preferred Stock as to dividends, nor shall any Common Stock or any other shares of the Corporation ranking junior to or on a parity with Series AA Preferred Stock as to dividends be redeemed, purchased or otherwise acquired for any consideration (or any moneys be paid to or made available for a sinking fund for the redemption of any such shares) by the Corporation (except by conversion into or exchange for shares of the Corporation ranking junior to Series AA Preferred Stock as to dividends) unless, in each case, the full cumulative dividends on all outstanding shares of Series AA Preferred Stock shall have been paid.
- (3) Any dividend payment made on shares of Series AA Preferred Stock shall first be credited against the earliest accumulated but unpaid dividend due with respect to shares of Series AA Preferred Stock.

3. Liquidation Preference

- (A) In the event of any dissolution or liquidation of the Corporation, whether voluntary or involuntary, before any payment or distribution of the assets of the Corporation (whether capital or surplus) shall be made to or set apart for the holders of any series or class or classes of stock of the Corporation ranking junior to Series AA Preferred Stock upon dissolution or liquidation, the holders of Series AA Preferred Stock shall be entitled to receive the Liquidation Price (as hereinafter defined) per share in effect at the time of dissolution or liquidation plus an amount equal to all dividends accrued (whether or not accumulated) and unpaid thereon to the date of final distribution to such holders; but such holders shall not be entitled to any further payments. The Liquidation Price per share which holders of Series AA Preferred Stock shall receive upon dissolution or liquidation shall be \$10.00, subject to adjustment as hereinafter

provided. If, upon any dissolution or liquidation of the Corporation, the assets of the Corporation, or proceeds thereof, distributable among the holders of Series AA Preferred Stock shall be insufficient to pay in full the preferential amount aforesaid and liquidating payments on any other shares ranking as to dissolution or liquidation, on a parity with Series AA Preferred Stock, then such assets, or the proceeds thereof, shall be distributed among the holders of Series AA Preferred Stock and any such other shares ratably in accordance with the respective amounts which would be payable on such shares of Series AA Preferred Stock and any such other shares if all amounts payable thereon were paid in full. For the purposes of this Section 3, a consolidation or merger of the Corporation with one or more corporations shall not be deemed to be a dissolution or liquidation, voluntary or involuntary.

- (B) Subject to the rights of the holders of shares of any series or class or classes of stock ranking on a parity with or senior to Series AA Preferred Stock upon dissolution or liquidation, upon any dissolution or liquidation of the Corporation, after payment shall have been made in full to the holders of Series AA Preferred Stock as provided in this Section 3, but not prior thereto, any other series or class or classes of stock ranking junior to Series AA Preferred Stock upon dissolution or liquidation shall, subject to the respective terms and provisions (if any) applying thereto, be entitled to receive any and all assets remaining to be paid or distributed, and the holders of Series AA Preferred Stock shall not be entitled to share therein.

4. Ranking of Shares

Any shares of the Corporation shall be deemed to rank:

- (A) senior to Series AA Preferred Stock as to dividends or as to distribution of assets upon dissolution or liquidation, if the holders of such class shall be entitled to the receipt of dividends or of amounts distributable upon dissolution or liquidation, as the case may be, in preference or priority to the holders of Series AA Preferred Stock;
- (B) on a parity with Series AA Preferred Stock as to dividends or as to distribution of assets upon dissolution or liquidation, whether or not the dividend rates, dividend payment dates, or redemption or liquidation prices per share thereof be different from those of Series AA Preferred Stock, if the holders of such class of stock and Series AA Preferred Stock shall be entitled to the receipt of dividends or of amounts distributable upon dissolution or liquidation, as the case may be, in proportion to their respective dividend or liquidation amounts, as the case may be, without preference or priority one over the other; and
- (C) junior to Series AA Preferred Stock as to dividends or as to the distribution of assets upon dissolution or liquidation, if such shares shall be Common Stock or if the holders of Series AA Preferred Stock shall be entitled to receipt of dividends or of amounts distributable upon dissolution or liquidation, as the case may be, in preference or priority to the holders of such shares.

5. Conversion into Common Stock

Shares of Series AA Preferred Stock are not convertible into shares of Common Stock.

6. Redemption at the Option of The Corporation

(A) The Series AA Preferred Stock shall be redeemable, in whole or in part, at the option of the Corporation at any time after March 3, 2016 (or on or before March 3, 2016 if permitted by, and at the redemption price provided in, paragraph (C) of this Section 6) at the following redemption prices per share:

During the Twelve Month Period Beginning March 3,	Price Per Share
2015	105% of Liquidation Price in effect on date fixed for redemption
2016	102% of Liquidation Price in effect on date fixed for redemption

and thereafter at 100% of the Liquidation Price per share in effect on the date fixed for redemption, plus, in each case (including in the case of redemptions pursuant to paragraph (C) of this Section 6), an amount equal to all accrued (whether or not accumulated) and unpaid dividends thereon to the date fixed for redemption. Payment of the redemption price shall be made by the Corporation in cash or shares of Common Stock, or a combination thereof, as permitted by paragraph (C) of this Section 6. From and after the date fixed for redemption, dividends on shares of Series AA Preferred Stock called for redemption will cease to accrue, such shares will no longer be deemed to be outstanding and all rights in respect of such shares of the Corporation shall cease, except the right to receive the redemption price. If less than all of the outstanding shares of Series AA Preferred Stock are to be redeemed, the Corporation shall either redeem a portion of the shares of each holder determined pro rata based on the number of shares held by each holder or shall select the shares to be redeemed by lot, as may be determined by the Board of Directors of the Corporation.

(B) Unless otherwise required by law, notice of redemption will be sent to the holders of Series AA Preferred Stock at the address shown on the books of the Corporation or any transfer agent for Series AA Preferred Stock by first class mail, postage prepaid, mailed not less than thirty (30) days nor more than sixty (60) days prior to the redemption date. Each notice shall state: (i) the redemption date; (ii) the total number of shares of the Series AA Preferred Stock to be redeemed and, if fewer than all the shares held by such holder are to be redeemed, the number of such shares to be redeemed from such holder; (iii) the redemption price; (iv) the place or places where certificates, if certificated, for such shares are to be surrendered for payment of the redemption price; (v) that dividends on the shares to be redeemed will cease to accrue on such redemption date; (vi) the conversion rights of the shares to be redeemed, the period within which conversion rights may be exercised, and the Conversion Price and number of shares of Common Stock issuable upon conversion of a share of Series AA Preferred Stock at the time if applicable. Upon surrender of the certificates, if certificated, for any shares so called for redemption and not previously converted, or upon the date fixed for redemption if uncertificated, such shares shall be redeemed by

the Corporation at the date fixed for redemption and at the redemption price set forth in this Section 6.

- (C) The Corporation, at its option, may make payment of the redemption price required upon redemption of shares of Series AA Preferred Stock in cash or in shares of Common Stock, or in a combination of such shares and cash, any such shares of Common Stock to be valued for such purpose par value of \$.01 on the date of redemption.

7. Redemption at the Option of the Holder

Unless otherwise provided by law, shares of Series AA Preferred Stock shall be redeemed by the Corporation for cash or, if the Corporation so elects, in shares of Common Stock, or a combination of such shares and cash, any such shares of Common Stock to be valued for such purpose as provided by paragraph (C) of Section 6, at the Liquidation Price per share in effect on the date fixed for redemption plus all accrued (whether or not accumulated) and unpaid dividends thereon to the date fixed for redemption, at the option of the holder, at any time on or after March 3, 2017 upon notice to the Corporation given not less than ninety (90) business days prior to the date fixed by the holder in such notice for redemption.

8. Consolidation, Merger, etc

In the event that the Corporation shall consummate any consolidation or merger or similar transaction, however named, pursuant to which the outstanding shares of Common Stock of the Corporation are by operation of law exchanged solely for or changed, reclassified or converted solely into shares of any successor or resulting Corporation (including the Corporation), then the Corporation shall as soon as practicable thereafter (and in any event at least thirty (30) business days before consummation of such transaction) give notice of such agreement and the material terms thereof to each holder of Series AA Preferred Stock and each such holder shall be entitled to receive a cash payment equal to but not less than one hundred percent (100%) of the Liquidation Price plus all accrued (whether or not accumulated) and unpaid dividends per share in effect on the date of such event.

9. Miscellaneous

- (A) All notices referred to herein shall be in writing, and all notices hereunder shall be deemed to have been given upon the earlier of receipt thereof or three (3) business days after the mailing thereof if sent by certified mail (unless first-class mail shall be specifically permitted for such notice under the terms of this Appendix A) with postage prepaid, addressed: (i) if to the Corporation, to its office at 13245 Atlantic Blvd., Suite 4-277, Jacksonville, FL 32225 (Attention: Treasurer) or to the transfer agent for the Series AA Preferred Stock, or other agent of the Corporation designated as permitted by this Appendix A or (ii) if to any holder of the Series AA Preferred Stock or Common Stock, as the case may be, to such holder at the address of such holder as listed in the stock record books of the Corporation (which may include the

records of any transfer agent for the Series AA Preferred Stock or Common Stock, as the case may be) or (iii) to such other address as the Corporation or any such holder, as the case may be, shall have designated by notice similarly given.

- (B) The term "Common Stock" as used in this Appendix A means the Corporation's Common Stock with a par value of .0001, as the same exists at the date of filing of the Corporation's Articles of Incorporation first designating Series AA Preferred Stock, or any other class of stock resulting from successive changes or reclassifications of such Common Stock consisting solely of changes in par value, or from par value to without par value, or from without par value to par value. The Corporation shall pay any and all stock transfer and documentary stamp taxes that may be payable in respect of any issuance or delivery of shares of Series AA Preferred Stock or shares of Common Stock or other securities issued on account of Series AA Preferred Stock pursuant hereto or certificates representing such shares or securities. The Corporation shall not, however, be required to pay any such tax which may be payable in respect of any transfer involved in the issuance or delivery of shares of Series AA Preferred Stock or Common Stock or other securities in a name other than that in which the shares of Series AA Preferred Stock with respect to which such shares or other securities are issued or delivered were registered, or in respect of any payment to any person with respect to any such shares or securities other than a payment to the registered holder thereof, and shall not be required to make any such issuance, delivery or payment unless and until the person otherwise entitled to such issuance, delivery or payment has paid to the Corporation the amount of any such tax or has established, to the satisfaction of the Corporation, that such tax has been paid or is not payable.
- (C) The Corporation may appoint, and from time to time discharge and change, a transfer agent for the Series AA Preferred Stock. Upon any such appointment or discharge of a transfer agent, the Corporation shall send notice thereof by first-class mail, postage prepaid, to each holder of record of Series AA Preferred Stock.