

**MICHAEL L. BROOKS**  
ATTORNEY AT LAW  
437 EAST MONROE STREET, SUITE 202  
JACKSONVILLE, FLORIDA 32202-2815

TELEPHONE: (904) 354-1386

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**PA65000014225**

Corporate Records Bureau  
Division of Corporation  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32301

700001409297  
-02/17/95--01078--009  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Warehouse Plus, Inc.

Dear Sir/Madam:

Enclosed you will find an original and one copy of the Articles of Incorporation of Warehouse Plus, Inc. for filing by the Department of State in accordance with the Florida General Corporation Act.

You will also find enclosed a check made payable to the Secretary of State in the amount of \$122.50 to cover the following:

Filing Fees	\$35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>
<b>Total</b>	<b><u>\$122.50</u></b>

The certified copy of the Articles should be mailed to Michael L. Brooks, 437 East Monroe Street, Suite 202, Jacksonville, Florida 32202.

Thank you for your cooperation in this matter.

Very truly yours,

*Michael L. Brooks*

Michael L. Brooks

MLB/kmb  
Enclosures

*KJK*  
*2/20/95*

FILED  
95 FEB 17 PM 2:46  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
WAREHOUSE PLUS, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name and Principal Place of Business

The name of the corporation is Warehouse Plus, Inc. and the principal place of business is 1746 East Adams Street, Jacksonville, Florida 32202.

ARTICLE II

Duration

This corporation shall exist perpetually, commencing upon the filing of these Articles with the Secretary of State of the State of Florida.

ARTICLE III

Nature of Business

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

ARTICLE IV

Capital Stock

This corporation is authorized to issue 1,000 shares of \$0.01 par value common stock which shall be designated "Common Shares."

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 437 East Monroe Street, Suite 202, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is Michael L. Brooks.

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**ARTICLE VI**

**Directors**

The corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the Bylaws, but shall never be less than one.

**ARTICLE VII**

**Initial Directors**

The names and street addresses of the initial directors of the corporation are:

Philip V. Harbison  
1746 East Adams Street  
Jacksonville, Florida 32202

DeWayne M. Mueller  
3971 Demery Drive East  
Jacksonville, Florida 32250

**ARTICLE VIII**

**Incorporators**

The name and street address of the person(s) signing these Articles is:

Michael L. Brooks  
437 East Monroe Street, Suite 202  
Jacksonville, Florida 32202

**ARTICLE IX**

**Bylaws**

The initial bylaws of this corporation shall be adopted by the directors. The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders, provided, however, the Board of Directors may not alter or repeal a bylaw or amendment thereto adopted by the shareholders.

## **ARTICLE X**

### **Restrictions of Transfer of Stock**

The shareholders may, by bylaw provision or by shareholders' agreement, recorded in the Minute Book, impose such restrictions on the sale, transfer or encumbrance of the stock of the corporation as they may see fit.

## **ARTICLE XI**

### **Director Compensation**

The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

## **ARTICLE XII**

### **Indemnification**

The Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

## **ARTICLE XIII**

### **Amendment**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

## **ARTICLE XIV**

### **Preemptive Rights**

Every shareholder, upon the issuance of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share at the price at which it is offered to others.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this 14th day of February, 1995.

Michael L. Brooks  
MICHAEL L. BROOKS

STATE OF FLORIDA)  
COUNTY OF DUVAL )

The foregoing instrument was sworn to and acknowledged before me by MICHAEL L. BROOKS, who is personally known to me and who did not take an oath this 14th day of February, 1995.



ROBERT E. COSBY  
My Commission CCAU4608  
Expires May 31 1995  
Bundled by FVAI  
BUD-622 1500

Robert E. Cosby  
Notary Public, State of Florida  
at Large

My commission expires: \_\_\_\_\_

**DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT**

**WITNESSETH**

That WAREHOUSE PLUS, INC., desiring to organize under the laws of the State of Florida, which will have its principal office in Jacksonville, Florida, has named Michael L. Brooks, 437 East Monroe Street, Suite 202, Jacksonville, Florida 32202, as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT**

Having been named by the incorporators of WAREHOUSE PLUS, INC., as registered agent to accept service of process for the Corporation, at 437 E. Monroe Street, Suite 202, Jacksonville, Florida 32202, I hereby agree to serve as the registered agent for the Corporation, and agree to comply with the applicable provisions of the Florida Statutes.

Dated this 14<sup>th</sup> day of February, 1995.



Michael L. Brooks  
Registered Agent

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FEB 17 PM 2:46  
JACKSONVILLE, FLORIDA