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NAME: C & F DIRECT, INC.  
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**CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUTLER, P.A.**

ATTORNEYS AT LAW

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FAX (407) 848-8888

MARSHVIEW BUILDING  
P.O. BOX 13435  
PENSACOLA, FL 32502  
(904) 434-0143  
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FIRST FLORIDA BANK BUILDING  
P.O. DRAWER 100  
TALLAHASSEE, FL 32302  
(904) 234-1800  
FAX (904) 233-8888

SEMPARANTE  
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WEST PALM BEACH, FL 33463  
(407) 858-7878  
FAX (407) 858-7888

SANBETTY TOWER  
P.O. BOX 2001  
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: 2-24-85 : 12:34PM :

CARLTON, FIELDS- DIV OF CORPORATIONS: # 3/ 6

H95000002215

**ARTICLES OF INCORPORATION  
OF  
C & F DIRECT, INC.**

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95 FEB 24 PM 4:15  
TALLAHASSEE, FLORIDA  
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The undersigned, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I. - Name and Address**

The name of the Corporation is C & F DIRECT, INC.

The principal office or the mailing address of the Corporation is Suite 950, 777 S. Harbour Island Blvd., Tampa, FL 33602, subject to change and relocation by the Board of Directors.

**ARTICLE II. - Purpose**

The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE III. - Capital Stock**

A. The Corporation shall be authorized to issue 2,500 shares of Class A voting common stock (Class A stock). The Class A stock shall possess all voting authority in the Corporation.

B. The Corporation shall also be authorized to issue 5,000 shares of Class B nonvoting common stock (Class B stock).

C. Except as provided in the Bylaws, the Class A stock shall be the only stock entitled to vote.

D. The Class A stock and the Class B stock shall share in the dividends of the Corporation based on the number of shares of stock issued to a shareholder (either Class A or Class B) in proportion to the total number of Class A and Class B stock issued by the Corporation.

E. Upon dissolution of the Corporation, the net assets of the Corporation shall be distributed to the shareholders in the same proportion as dividend distributions.

CARLTON, FIELDS, WARD, EMANUEL,  
SMITH & CUTLER, P.A.  
One Harbour Place, 5th Floor  
Tampa, Florida 33602  
813-223-7000  
Kevin Sutton, Fla. Bar No. 0009830

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**ARTICLE IV. - Registered Office**

The street address of the initial registered office of the Corporation is One Harbour Place, 5th Floor, Tampa, Florida 33602, and the name of the initial registered agent at such address is Wallace B. Anderson, Jr.

**ARTICLE V. - Incorporator**

The name and address of the incorporator are:

<u>Name</u>	<u>Address</u>
Wallace B. Anderson, Jr.	One Harbour Place, 5th Floor Tampa, Florida 33602

**ARTICLE VI. - Directors**

The business of the Corporation shall be managed by its Board of Directors. The number of directors shall be as provided in the Bylaws of the Corporation but shall never be less than one (1). Except as limited by these Article of Incorporation or the Bylaws of the Corporation, the directors shall have all powers granted to them by the Florida General Corporation Act now in effect, or as it is thereafter amended.

**ARTICLE VII. - Initial Board of Directors**

The initial Board of Directors of the Corporation shall consist of four (4) directors.

The names and addresses of the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
Ron Chenoweth	Suite 950 777 S. Harbour Island Blvd. Tampa, FL 33602

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Gabriele Faulkner

Suite 950  
777 S. Harbour Island Blvd.  
Tampa, FL 33602

Sean Mulligan

Suite 950  
777 S. Harbour Island Blvd.  
Tampa, FL 33602

Ken Baker

Suite 950  
777 S. Harbour Island Blvd.  
Tampa, FL 33602

**ARTICLE VIII. - Bylaws**

The power to adopt, alter, amend or repeal Bylaws of the Corporation shall be vested in the Board of Directors and the Class A shareholders. Any Bylaws adopted by the Board of Directors or the Class A shareholders may be altered, amended or repealed by the other group except that any Bylaws adopted by the Class A shareholders may provide that it can only be altered, amended or repealed by the Class A shareholders.

**ARTICLE IX. - Amendment**

The power to amend or repeal the Articles of Incorporation may be exercised in the manner provided by the Florida General Corporation Act as follows:

A. A resolution of the Board of Directors setting forth the proposed change may be submitted to the Class A shareholders at a shareholders' meeting, if notice of the changes to be made is given; and shall be adopted on receiving the affirmative vote of the holders of a majority of the shares entitled to vote thereon;

B. All the directors and all the Class A shareholders of the Corporation eligible to vote may sign a written statement manifesting their intention that the change shall thereby be adopted;

C. The Class A shareholders may amend or appeal these Articles of Incorporation without an act of the directors at a meeting for which notice of the changes to be made is given; or

D. If no shares have been issued, these Articles of Incorporation may be amended or repealed by the affirmative vote of the majority of the directors.

SENT BY: CARLTON FIELDS WARD : 2-24-85 : 12:35PM :

CARLTON FIELDS- DIV OF CORPORATIONS: # 6/ 6

H95000002215

IN WITNESS WHEREOF, the undersigned has executed these  
Articles of Incorporation on this 24th day of February, 1995.

  
WALLACE B. ANDERSON, JR.

**ACCEPTANCE**

I hereby accept to act as initial Registered Agent for C & F  
DIRECT, INC., as stated in these Articles of Incorporation.

  
WALLACE B. ANDERSON, JR.

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