

MORRIS & BERNARD  
ATTORNEYS AT LAW

JEFFERY B. MORRIS  
BOARD CERTIFIED CIVIL TRIAL LAWYER  
PERSONAL INJURY  
WRONGFUL DEATH

LAWRENCE J. BERNARD  
REAL PROPERTY  
PROBATE

February 21, 1995

RIVERSIDE OFFICE:  
2064 PARK STREET  
JACKSONVILLE, FLORIDA 32204  
(904) 384-8488  
FAX (904) 384-0664

NORTHSIDE OFFICE:  
1403 DUNN AVENUE  
SUITE 20  
JACKSONVILLE, FLORIDA 32218  
(904) 751-6980  
FAX (904) 751-6983

PLEASE REPLY TO  
RIVERSIDE OFFICE

Secretary of State  
Department of Records  
Division of Corporations  
Post Office Box 627  
Tallahassee, Florida 32314

Re: Articles of Incorporation for  
AD-VANTAGE SPECIALTIES, INC.

700001416317  
-02/27/95--01074--013  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

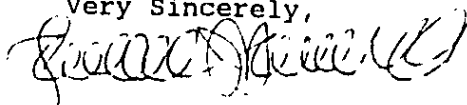
Dear Sir or Madam:

I am enclosing the original and one (1) duplicate copy of the Articles of Incorporation and Certificate of Registered Agent for the above-referenced corporation, together with my firm check in the amount of \$70.00 to cover the costs of taxes, filing fee, and filing of the Certificate of Registered Agent.

Please return the copies, together with the charter number to my Park Street office.

Your assistance is most appreciated. Please do not hesitate to contact me should you have any questions.

Very Sincerely,



Lawrence J. Bernard

LJB/cdt  
Enclosures  
art\sec-state,ltr

FILED  
95 FEB 27 AM 9:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. BROWN FEB 28 1995

**ARTICLES OF INCORPORATION  
OF  
AD - VANTAGE SPECIALTIES, INC.,**

FILED  
95 FEB 27 AM 9:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

a Florida corporation

We, the undersigned, do hereby form a corporation, and for such purpose we hereby make, execute and adopt the following Articles of Incorporation.

**ARTICLE ONE**

Name

The name of this corporation shall be: **AD - VANTAGE SPECIALTIES, INC.,** a Florida corporation.

**ARTICLE TWO**

Purpose

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

**ARTICLE THREE**

Duration

The term for which this corporation shall exist shall be perpetual commencing on the date filed with the Secretary of State.

**ARTICLE FOUR**

Capital Stock

This corporation is authorized to issue 1,000 shares at One Dollar (\$1.00) par value common stock.

**ARTICLE FIVE**

Incorporators

The names and addresses of the persons signing these Articles are:

LESTER GREENFIELD  
5971-4 Powers Avenue  
Jacksonville, Florida 32217

LARRY JOHNSON  
5971-4 Powers Avenue  
Jacksonville, Florida 32217

## ARTICLE SIX

### By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors, subject to the approval of the shareholders.

## ARTICLE SEVEN

### Restrictions on Transfer of Stock

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amounts set opposite his or her name:

<u>NAME</u>	<u>SHARES</u>
LESTER GREENFIELD	50
LARRY JOHNSON	50

Shares held by the initial shareholders listed above and subsequent shareholders may not be sold or otherwise transferred to other persons or hypothecated in any manner unless such shares are first offered to the remaining shareholders or to this corporation. Further, the remaining shareholders must first issue their written approval of the prospective buyer as a contingency to the sale of such stock being consummated. The price and terms at which, and the time within which, such shares may be offered and sold may be further specified by written agreement among all of the shareholders of this corporation.

## ARTICLE EIGHT

### Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his or her pro-rata share thereof at the price at which it is offered to others.

## ARTICLE NINE

### Initial Registered Office and Agent

The street address of the initial registered office<sup>and principal office</sup> of this corporation is 5971-4 Powers Avenue, Jacksonville, Florida 32217, and the name of the initial registered agent of this corporation at this address is Lester Greenfield.

## **ARTICLE TEN**

### **Initial Board of Directors**

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be more than ten. The names and addresses of the initial directors of this corporation are:

LESTER GREENFIELD  
5971-4 Powers Avenue  
Jacksonville, Florida 32217

LARRY JOHNSON  
5971-4 Powers Avenue  
Jacksonville, Florida 32217

## **ARTICLE ELEVEN**

The names and post office addresses of the officers of this corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed and have qualified are as follows:

President                      Larry Johnson  
                                    5971-4 Powers Avenue  
                                    Jacksonville, Florida 32217

Vice-President/  
Treasurer                      Lester Greenfield  
                                    5971-4 Powers Avenue  
                                    Jacksonville, Florida 32217

Secretary                      Margaret F. Johnson  
                                    5971-4 Powers Avenue  
                                    Jacksonville, Florida 32217

## **ARTICLE TWELVE**

### **Shareholders Quorum and Voting**

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

## **ARTICLE THIRTEEN**

### **Indemnification**

This corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

## **ARTICLE FOURTEEN**

### **Amendment**

This corporation, through its shareholders, reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles  
of Incorporation, this 20 day of FEBRUARY, 1995.

Lester Greenfield  
LESTER GREENFIELD

Larry Johnson  
LARRY JOHNSON

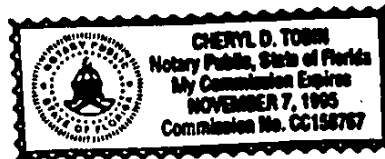
STATE OF FLORIDA

COUNTY OF DUVAL

Before me, a Notary Public authorized to take acknowledgments in the State and  
County set forth above, personally appeared **LESTER GREENFIELD** and **LARRY  
JOHNSON**, who produced FL DL as identification, and  
who are known by me to be the persons who executed the foregoing Articles of  
Incorporation, and they acknowledged before me that they executed the same for the  
purposes therein described.

WITNESS my hand and official seal, this 20<sup>th</sup> day of February, 1995,  
at Jacksonville, County and State aforesaid.

Cheryl D. Tobin  
Notary Public, State of Florida  
My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act: First, that AD - VANTAGE SPECIALTIES, INC., a Florida corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Jacksonville, County of Duval, State of Florida, has named "LESTER GREENFIELD", 5971-4 Powers Avenue, Jacksonville, Florida 32217, as its agent to accept service of process within this State.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping an office open.

  
Lester Greenfield

FILED  
FEB 21 M 9 51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA