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February 28, 1995

Division of Corporations  
Secretary of State of Florida  
Post Office Box 6327  
Tallahassee, Florida 32314

*Effective* **EFFECTIVE DATE**  
3-01-95

Re: Articles of Incorporation for Double M Group, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation and Registered Agent Certificate for the above-referenced profit corporation.

Also enclosed is check for \$122.50 made payable to the Department of State representing the filing fees, certified copy fee and registered agent fee.

Upon processing please return a certified copy of the Articles of Incorporation to this office.

Should you have any questions please do not hesitate to contact the undersigned at (813) 621-8398.

Sincerely,

*J. Juanel Linkous*  
J. JUANELL LINKOUS  
Attorney at Law

JJL:jhl  
Enclosures  
cc: Mr. Kenneth W. McCleave

FILED  
MAR 1 1995  
MAR 1 1995

3/3/95  
3/10/95  
P95-17414

ARTICLES OF INCORPORATION  
OF  
DOUBLE M GROUP, INC.

I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

DOUBLE M GROUP, INC.

ARTICLE II

Existence of Corporation

EFFECTIVE DATE

3-01-95

This corporation shall begin existence on March 1, 1995, and thereafter shall have perpetual existence.

ARTICLE III

Purposes

This corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

General Powers

This corporation shall have power:

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TALLAHASSEE, FLA.

(a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(d) To lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.141, Florida Statutes.

(e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interest in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(f) To make contracts and guaranties and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(g) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(h) To conduct its business, carry on its operations, and have offices and exercise the powers granted by law.

(i) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(j) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of the affairs of the corporation.

(k) To make donations for the public welfare or for charitable, scientific, or educational purposes.

(l) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(m) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans, and other incentive and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers and employees of its subsidiaries, if any.

(n) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his or her death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(o) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(p) To have and exercise all powers necessary or convenient to effect its purposes.

#### ARTICLE V

##### Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 10,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the shareholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be non-assessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

#### ARTICLE VI

##### Preemptive Rights

The shareholders of this corporation shall have the preemptive right to subscribe for and purchase their proportionate shares of

any additional stock issued by the corporation, from and after the issuance of the share originally subscribed for by the shareholders of this corporation, whether such additional shares be issued for cash, property, services or any other consideration, and whether or not such shares be presently authorized or be authorized by subsequent amendment to these Articles of Incorporation.

#### ARTICLE VII

##### Principal Office

The principal place of business and mailing address of this corporation shall be: 9401 Oak Street, Riverview, Florida 33569.

#### ARTICLE VIII

##### Initial Registered Office and Registered Agent

The street address of the corporation's initial registered office is 9401 Oak Street, Riverview, Florida 33569, and the name of the corporation's initial registered agent at such address is Kenneth W. McCleave. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.037, Florida Statutes, as amended.

## ARTICLE IX

### Initial Board of Directors

The number of directors constituting the initial Board of Directors shall be two (2), and the name and address of each person who is to serve as a member thereof are as follows:

<u>Name</u>	<u>Address</u>
Kenneth W. McCleave	9401 Oak Street Riverview, FL 33569
James G. Marcus	2236 Manor Boulevard Clearwater, FL 34625

## ARTICLE X

### Incorporators

The name and address of each incorporator of this corporation are as follows:

<u>Name</u>	<u>Address</u>
Kenneth W. McCleave	9401 Oak Street Riverview, FL 33569

## ARTICLE XI

### Amendment of Articles of Incorporation

This 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 upon the shareholders herein are subject to this reservation.

ARTICLE XII

Indemnification of Directors

(a) No director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director; provided, however, that the foregoing clause shall not apply to any liability of a directors:

(i) for any breach of the director's duty of loyalty to the corporation or its shareholders;

(ii) for any act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law;

(iii) under the corporate laws of the State of Florida;  
or

(iv) for any transaction from which the directors derived an improper personal benefit.

(b) Any repeal, termination, modification, or cancellation of this Article shall not terminate or adversely affect any right or protection of a director granted by this Article for any act of, or omission by, that director occurring before the date of repeal, termination, modification, or cancellation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.

  
KENNETH W. McCLEAVE



STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this \_\_\_\_\_ day of \_\_\_\_\_, 1995, personally appeared KENNETH W. McCLEAVE, personally known by me \_\_\_\_\_ or who produced Florida Driver's License No. \_\_\_\_\_ as identification, and to me well known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes expressed in the foregoing Articles of Incorporation.

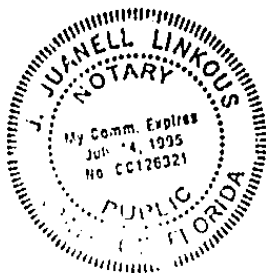
WITNESS my hand and official seal the date aforesaid.

\_\_\_\_\_  
NOTARY PUBLIC

\_\_\_\_\_  
PRINTED NAME OF NOTARY

COMMISSION NO. \_\_\_\_\_

MY COMMISSION EXPIRES:



Notary Public, State of Florida  
My Commission Expires July 14, 1995  
Bonded Third Western Surety

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

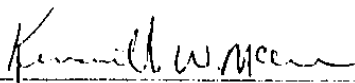
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

(1) The name of the corporation is DOUBLE M GROUP, INC.

(ii) The name and address of the registered agent and registered office are:

KENNETH W. McCLEAVE  
9401 OAK STREET  
RIVERVIEW, FLORIDA 33569

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
KENNETH W. McCLEAVE

DATE: \_\_\_\_\_