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MARTIN, ADE, BIRCHFIELD & MICKLER, P.A.

ONE INDEPENDENT DRIVE SUITE 3000  
JACKSONVILLE, FLORIDA 32202

MAILING ADDRESS  
POST OFFICE BOX 60  
JACKSONVILLE, FLORIDA 32201

TELEPHONE (904) 354-8000  
TELEFAX (904) 354-8000

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JAMES L. ADE  
LYNDA R. ADE  
W. B. BIRCHFIELD  
TIMOTHY A. BIRCHFIELD  
CHARLES L. CHANPINE  
STEPHEN D. HALKER  
MICHAEL S. HENDERSON JR.  
MICHAEL S. HENDERSON JR.  
STEPHEN D. HALKER  
HOMER HEAD  
RHANON HENDERSON HENDERSON  
MARBARA CHRISTIE JENNINGS  
MYRA LUDWIG

February 27, 1995

C. PETER JOHNSON (HARVARD)

Secretary of State of Florida  
Division of Corporations  
409 East Gaines Street  
P. O. Box 6327  
Tallahassee, FL 32301

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Re: Mitchell & Graham, Inc.

Dear Sir:

Enclosed please find the following:

1. An original and one photocopy of the Articles of Incorporation of Mitchell & Graham, Inc.
2. Our firm check in the amount of \$122.50 to cover the filing and certification fees.

Please file the Articles of Incorporation and return to us a certified copy of said Articles.

Thank you for your prompt attention to this matter.

Sincerely yours,

*Stephen D. Halker*

Stephen D. Halker

SDH:bkd  
Enclosures

*DMC*  
*3/6/95*

FILED  
95 MAR -2 AM 10:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

95 MAR -2 AM 10:58

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

MITCHELL & GRAHAM, INC.

I.

Name

The name of this corporation is Mitchell & Graham, Inc.

II.

Nature of Business

This corporation is organized for the purpose of engaging in and transacting any or all lawful business permitted under the laws of the State of Florida or any other state and of the United States.

III.

Capital Stock

This corporation is authorized to issue 100,000 shares of common stock having a par value of One Cent (\$.01) per share, which shares shall be and hereby are designated as "Common Shares." Without action by the stockholders, any or all of the authorized shares may be issued by the corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation.

IV.

Term of Existence

The term for which this corporation shall exist shall be perpetual, commencing on the filing of these Articles with the Secretary of State, State of Florida.

V.

Principal Office

The initial principal office and mailing address of this corporation is 2148 Sadler Road, Amelia Island, Florida 32034.

VI.

Initial Registered Office and Agent

The initial registered office of this corporation in the State of Florida is 2148 Sadler Road, Amelia Island, Florida 32034 and the name of the initial registered agent of this corporation at that address is James E. Graham. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

VII.

Initial Board of Directors

This corporation shall have six (6) directors initially. The number of Directors may be increased or decreased, from time to time, by amendment to the Bylaws, but in no event shall the number of directors be reduced below one (1). The names and addresses of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
James E. Graham	2148 Sadler Road Amelia Island, FL 32034
David G. Jones	2148 Sadler Road Amelia Island, FL 32034
William R. Kollar	2148 Sadler Road Amelia Island, FL 32034
Urban G. Mitchell	2148 Sadler Road Amelia Island, FL 32034
Barbara D. Graham	2148 Sadler Road Amelia Island, FL 32034
Janet M. Mitchell	2148 Sadler Road Amelia Island, FL 32034

#### VIII.

##### Incorporator

The name and address of the Incorporator of this corporation is:

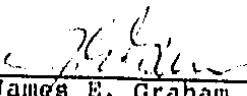
<u>Name</u>	<u>Address</u>
James E. Graham	2148 Sadler Road Amelia Island, FL 32034

#### IX.

##### Amendments

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaws shall not be altered, repealed or amended by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 24<sup>th</sup> day of February, 1995.

  
James E. Graham, Incorporator


FILED

CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF  
REGISTERED AGENT OF  
MITCHELL & GRAHAM, INC.

95 MAR -2 AM 10:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned, having been designated as the Initial Registered Agent for the service of process within the State of Florida upon Mitchell & Graham, Inc., a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 2148 Sadler Road, Amelia Island, Florida 32034.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal in AMELIA ISLAND, ALACHUA County, Florida, on this 24<sup>th</sup> day of February, 1995.

  
\_\_\_\_\_  
JAMES E. GRAHAM  
Registered Agent