

P95000018452

FOLEY & LARDNER  
111 NORTH ORANGE AVENUE, SUITE 1800  
ORLANDO, FLORIDA 32801

TELEPHONE (407) 423-7656  
FACSIMILE (407) 646-1743

MAILING ADDRESS  
POST OFFICE BOX 2193  
ORLANDO, FL 32802-2193

TAMPA, FLORIDA  
JACKSONVILLE, FLORIDA  
TALLAHASSEE, FLORIDA  
WEST PALM BEACH, FLORIDA

MILWAUKEE, WISCONSIN  
MADISON, WISCONSIN  
WASHINGTON, D.C.  
ANNAPOLIS, MARYLAND  
CHICAGO, ILLINOIS

March 3, 1995

Florida Department of State  
Corporations Division  
409 East Gaines Street  
P. O. Box 6327  
Tallahassee, Florida 32314

600001422036  
-03/06/95--01034--001  
\*\*\*122.50 \*\*\*122.50

Re: McGruff Management, Inc.

Gentlemen:

Enclosed herewith for filing is an original and one copy of the Articles of Incorporation for McGruff Management, Inc., together with a check in the amount of \$122.50 to cover the filing fee, costs of a certified copy and registered agent designation fee. I am also enclosing a copy of the Consent of Sole Shareholder of F&L Corp. authorizing John A. Sanders to sign on behalf of F&L Corp. accepting appointment as registered agent of the corporation. Kindly return a certified copy of the Articles to me at your earliest convenience.

Sincerely,

*Ometrias Deon Long*  
Ometrias Deon Long

Enclosures

*AB 3/7/95*

FILED  
1995 MAR -6 PM 3:00  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
MCGRUFF MANAGEMENT, INC.**

**FILED**

1995 MAR -6 PM 3:00

STATE  
TALLAHASSEE, FLORIDA

**THE UNDERSIGNED**, acting as sole incorporator of **MCGRUFF MANAGEMENT, INC.**, under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**  
**Name**

The name of the corporation shall be **MCGRUFF MANAGEMENT, INC.**

**ARTICLE II**  
**Term of Existence**

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

**ARTICLE III**  
**General Purposes**

The general purposes for which the corporation is organized shall be to manufacture, construct, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, and deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class, and description. It is intended that the corporation is organized for and may conduct and transact any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be, from time to time, amended.

**ARTICLE IV**  
**Capital Stock**

The total number of shares which the corporation shall have authority to issue is Fifty Thousand (50,000) shares, of which Thirty-Five Thousand (35,000) shares shall be common stock, one cent (\$0.01) par value per share, and Fifteen Thousand (15,000) shares shall be preferred stock, one cent (\$0.01) par value per share.

The Board of Directors is authorized, subject to limitations prescribed by law and the provisions of this Article II, to provide for the issuance of the shares of preferred stock in series, and by an article of amendment pursuant to the applicable law of the State of Florida, to establish from time to time the number of shares to be included in each such series and the voting powers thereof, full or limited, and to determine the designation, preferences, limitations and relative rights of the shares of each such series and the qualifications, limitations and restrictions thereof.

**ARTICLE V**  
**Principal Office: Mailing Address**

The mailing address and location of the principal office of the corporation is 2410 Fornosa Avenue, Orlando, Florida 32804. The location of the principal office shall be subject to change as may be provided in bylaws duly adopted by the corporation.

**ARTICLE VI**  
**By-Laws**

The power to adopt, amend, or repeal By-Laws for the management of the corporation shall be vested solely in the shareholders of the corporation.

**ARTICLE VII**  
**Indemnification**

The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida Business Corporation Act.

**ARTICLE VIII**  
**Initial Registered Office and Agent**

The address of the initial registered office of the corporation is The Greenleaf Building, Third Floor, 200 Laura Street, Jacksonville, Florida 32201-0240, and the initial registered agent at such address is F&L Corp.

**ARTICLE IX**  
**Incorporator**

The name and address of the sole incorporator of the corporation is: Ometrias Deon Long, c/o Foley & Lardner, 111 North Orange Avenue, P.O. Box 2193, Orlando, Florida 32802-2193.

IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this 1<sup>st</sup> day of March, 1995.

  
Ometrias Deon Long, Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of March, 1995,  
by Ometrias Deon Long. Such person did not take an oath and: (notary must check applicable  
box)

- ☒ is/are personally known to me.  
☐ produced a current Florida driver's license as identification.  
☐ produced \_\_\_\_\_ as identification.

{Notary Seal must be affixed}

Mary Patricia McDermott-Hott  
Signature of Notary  
Mary Patricia Mc Dermott - Hott  
Name of Notary (Typed, Printed or Stamped)  
Commission Number (if not legible on seal): CC 089347  
My Commission Expires (if not legible on seal): \_\_\_\_\_

NOTARY PUBLIC STATE OF FLORIDA  
MY COMMISSION EXP. M. A. B. 1995  
DONALD THOMAS GUNDEL, III, UND.

**ACCEPTANCE OF APPOINTMENT  
BY INITIAL REGISTERED AGENT**

**THE UNDERSIGNED**, a Wisconsin corporation qualified to do business in the State of Florida, having been named in the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as Registered Agent of the corporation.

**DATED** this 1 day of March, 1995.

**REGISTERED AGENT:**

**F & L CORP.**, a Wisconsin corporation

By:   
John A. Sanders, Agent

FILED  
1995 MAR -6 PM 3:00  
TALLAHASSEE, FLORIDA