

195000021818



Barnett Banks, Inc.

Carole A. Nixon
Assistant Vice President
Regulatory Relations

50 North Laura Street
Jacksonville, Florida 32202-3638

VIA OVERNIGHT MAIL

March 16, 1995

Mr. Steven Godfrey
Corporate Specialist
New Filings Section
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RECEIVED
MAR 17 1995
DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE

Dear Mr. Godfrey:

This is in reference to the documents filed on March 10, 1994 in conjunction with the Incorporation of B.V. Holdings, Inc.

A check made payable to the Florida Department of State in the amount of \$122.50 is attached. This amount, which includes the required filing fees, was calculated as follows:

- \$35.00 for filing the Articles of Incorporation of B.V. Holdings, Inc.;
- \$35.00 for filing of Certificate of Acceptance of Designation of Registered Agent for B.V. Holdings, Inc.; and
- \$52.50 for certified copy of Articles of Incorporation for B.V. Holdings, Inc.

If you have any questions upon receipt of the enclosed materials, please contact me at (904) 791-5039. Thank you for your assistance.

EFFECTIVE DATE

Sincerely,

MAR 16 1995

Carole A. Nixon

195-5554

FILED
MAR 17 1995
DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE

**ARTICLES OF INCORPORATION
OF
B. V. HOLDINGS, INC.**

The following Articles of Incorporation are filed pursuant to section 607.0202 of Florida Statutes.

**ARTICLE I
Name**

The name of this corporation shall be B. V. Holdings, Inc. (hereinafter referred to as the "Corporation").

**ARTICLE II
Purposes and Privileges**

Section 2.1 - Business Purpose: This Corporation is organized for the purpose of engaging in and transacting any and all lawful business activities for which a corporation may be incorporated under the laws of the State of Florida.

Section 2.2 - Powers, Rights and Privileges: The Corporation may exercise all powers, rights and privileges conferred upon a corporation pursuant to the laws of the State of Florida.

**ARTICLE III
Capital Stock**

Section 3.1 - Authorized Capital Stock: The Corporation is authorized to issue one thousand (1,000) shares of Common Stock, with a par value of \$0.10 per share ("Common Stock"). 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.

Section 3.2 - Common Stock: The holder of each share of Common Stock shall be entitled to one vote on all matters submitted to a vote of Corporation shareholders. The voting rights of the Common Stock are noncumulative.

Section 3.3 - No Preemptive Rights: No holder of any shares of capital stock of this Corporation shall have, as a matter of right, any preemptive or preferential right to subscribe for, purchase or receive any shares of the capital stock of this Corporation, or any other securities or obligations of this Corporation, either now or hereafter authorized.

EFFECTIVE DATE

MAR 10 1995

ARTICLE IV
Term of Existence

The term for which this Corporation shall exist shall be perpetual, commencing on the date of execution of these Articles.

ARTICLE V
Registered Office and Agent

Section 5.1 - Registered Office: The Corporation's initial registered office and its principal office address shall be at 9000 Southside Boulevard, Building 100, Jacksonville, Florida 32256

Section 5.2 - Registered Agent: The Corporation's initial registered agent shall be:

Mary B. Knauer
9000 Southside Boulevard, Building 100
Jacksonville, Florida 32256

ARTICLE VI
Board of Directors

Section 6.1 - Number: The Board of Directors of this Corporation shall consist of such number of directors as may from time to time be established in the Corporation's bylaws, but in no event shall the Board of Directors consist of less than two directors.

Section 6.2 - Initial Board of Directors: The members of the Corporation's initial Board of Directors and their addresses are as follows:

Richard D. Spurgeon,
Chairman of the Board - 9000 Southside Boulevard, Building 100
Jacksonville, Florida 32256

Mary B. Knauer - 9000 Southside Boulevard, Building 100
Jacksonville, Florida 32256

Lucretia M. Vizcaino,
Corporate Secretary - 9000 Southside Boulevard, Building 100
Jacksonville, Florida 32256

Section 6.3 - Indemnification: The Corporation shall make provision for indemnification of its directors and officers to the full extent permitted by law.

ARTICLE VII
Incorporator

The name and street address of the incorporator of this Corporation are:

Michael W. Briggs, Esq.
50 North Laura Street, 11th Floor
Jacksonville, Florida 32202-3638

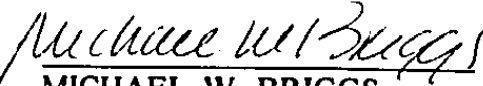
ARTICLE VIII
Bylaws

Bylaws shall be adopted, amended or repealed from time to time, either by the shareholders or the Board of Directors. Shareholders may prescribe in any Bylaws made by them that such Bylaws shall not be altered, repealed or amended by the Board of Directors.

ARTICLE IX
Amendments

The Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and 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, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned incorporator executed these Articles of Incorporation on this 10th day of March, 1995


MICHAEL W. BRIGGS

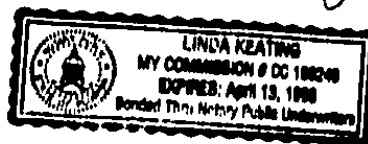
STATE OF FLORIDA)

COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this 10th day of March, 1995, by Michael W. Briggs. He is personally known to me and did take an oath.

NOTARY PUBLIC:

Linda Keating



**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF B. V. HOLDINGS, INC.**

Pursuant to sections 48.091 and 607.0501(b)(1), Florida Statutes, the undersigned, having been designated as initial Registered Agent for the service of process within the State of Florida upon **B. V. Holdings, Inc.**, a corporation organized under the laws of the State of Florida, does hereby accept the appointment of such Registered Agent for the above-named corporation, does hereby agree to comply with the provisions of section 48.091(2) relating to the maintenance of Registered Office business hours for the above-named corporation, the location of which Registered Office shall be 9000 Southside Boulevard, Building 100, Jacksonville, Florida 32256.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereto set my hand and seal at Jacksonville, Duval County, Florida, on the 10th day of March, 1995.

Mary B. Knauer

Mary B. Knauer, Registered Agent

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APR 17 09:33 FR MAHONEY ADAMS CRISER 904 798 2698 TO 919049224000

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4/17/97

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

9:24 AM

((H97000006243 4))

TO: DIVISION OF CORPORATIONS
FROM: MAHONEY ADAMS & CRISER, P.A.
CONTACT: CORINNE P MCCLURE
PHONE: (904)354-1100

FAX #: (904)922-4000

ACCT#: 076226003514

FAX #: (904)798-2697

NAME: B. V. HOLDINGS, INC.
AUDIT NUMBER.....H97000006243
DOC TYPE.....DISSOLUTION
CERT. OF STATUS..0
CERT. COPIES.....0

PAGES..... 1
DEL.METHOD.. FAX
EST.CHARGE.. \$35.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SH 4/17
Diss.

RECEIVED
97 APR 17 AM 9:38
DIVISION OF CORPORATIONS

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**ARTICLES OF DISSOLUTION
OF
B.V. HOLDINGS, INC.**

The undersigned Corporation, pursuant to the provisions of Florida Statutes Section 607.1403, adopts the following Articles of Dissolution on behalf of the Corporation, for the purpose of dissolving the Corporation:

ARTICLE I

The name of the Corporation is B.V. HOLDINGS, INC.

ARTICLE II

Dissolution of the Corporation was authorized on March 31, 1997.

ARTICLE III

Dissolution of the Corporation was approved by the written consent of the sole Shareholder of the Corporation, the number of shares cast being sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Dissolution this 31 day of March, 1997.

B.V. HOLDINGS, INC.

By: Mary B. Knauer
Mary B. Knauer, President

www.mahoneyadams.com

Prepared by Gregory K. West, Esq.
Mahoney Adams & Criser, P.A.
P. O. Box 4099
Jacksonville, FL 32201
(904) 354-1100
Attorney No. 0381764

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FILED
97 APR 17 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA