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DUFFY INTERNATIONAL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

February 8, 1995

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

To Whom It May Concern:

Enclosed are an original and one copy of the Articles of Incorporation for Duffy International, Inc. Also enclosed is a check for \$122.50 to cover the Articles of Incorporation filing, designation of registered agent and a certified copy to be sent back to 4540 Southside Blvd., Suite 7 Jacksonville, Florida 32216

Sincerely,

Brian D. Flynn
Duffy International, Inc.

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03/21/95 10:05:01
TALLAHASSEE, FLORIDA

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TD

**ARTICLES OF INCORPORATION
OF
DUFFY INTERNATIONAL, INC.**

FILED
MAR 20 AM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporators of these Articles of Incorporation, natural persons competent to publish, hereby form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is:

DUFFY INTERNATIONAL, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation is:
To engage in any activity or business permitted under the laws of the United States and of this state.

To the same extent as natural persons might or could do, to purchase or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage or otherwise to dispose of and deal in, the creation and production of advertising, and any interest, estate, and rights in actual advertising, and any franchises, rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed.

To conduct business in, have one or more offices in, and to buy, hold, mortgage, sell, convey, lease, or otherwise to dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

To conduct debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidence of indebtedness, and to execute such mortgages, transfers of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

To exercise all the powers now granted to this type of corporation under Florida Law, and all powers subsequently authorized or granted by law to private corporations.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 50,000 shares of common stock having a par value of \$1.00 per share. The Board of Directors is authorized to issue "Section 1244 Stock" as defined by Section 1244 of the Internal Revenue Code.

ARTICLE IV

This corporation is to exist perpetually.

ARTICLE V

The Initial address of the principal office of this corporation in the State of Florida is:

4540 Southside Blvd., Suite 7
Jacksonville, Florida 32216

The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VI

This corporation shall have one Director initially. The number of Directors may be increased or diminished from time to time, by By-Laws adopted by the stockholders, but shall be no less than one.

ARTICLE VII

The names and addresses of the members of the Board of Directors are:

Brian Duffy Flynn
4540 Southside Blvd., Suite 7
Jacksonville, Florida 32216

ARTICLE VIII

The name and address of the person signing these Articles of Incorporation as incorporator is:

Brian Duffy Flynn
4540 Southside Blvd., Suite 7
Jacksonville, Florida 32216

ARTICLE IX

The corporation shall indemnify any and all persons who may serve or have served at any time as Directors or Officers, or who at the request of the Board of Directors of the corporation may serve or any time have served as Directors or Officers of another corporation in which the corporation at such amounts paid upon judgments, fines, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, by reason of being or having been Directors or Officers or a Director or Officer of the corporation, or of such other corporation, except in relation to matters as to which any such Director or Officer or former Director or Officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, By-Laws, agreement, vote of stockholders, or otherwise.

ARTICLE X

The street address of the initial registered office of this corporation is:

4540 Southside Blvd., Suite 7
Jacksonville, Florida 32216

The name of the initial registered agent of this corporation at that address is:

Brian D. Flynn

ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the holder or holders of a majority of stock entitled to vote thereon.

Brian D. Flynn, Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Brian D. Flynn, to me well known to be the person described as Incorporator in and who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 8th day of February, 1995.

Christine A. Yaeger
NOTARY PUBLIC



My Commission Expires:

**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:

_____ Duffy International, Inc _____

2. The name and address of the registered agent and office is:

_____ Brian D. Flynn _____

(NAME)

_____ 4540 Southside Blvd Suite 7 _____

(P.O. BOX NOT ACCEPTABLE)

_____ Jacksonville, FL 32216 _____

(CITY/STATE/ZIP)

SIGNATURE

Brian D. Flynn
(corporate officer)

TITLE

President

DATE

2/8/95

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 AN ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Brian D. Flynn

DATE

2/8/95

REGISTERED AGENT FILING FEE: \$35.00

7160
65 MAR 20 AM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA