1201 HAYS STREET

800-142-8086

30 O. M

TALLAHASSEL, FL 12301 Physical Co.

ACCOUNT NO. 1 072100000032

REFERENCE: 565603 149551A

AUTHORIZATION :

COST LIMIT : • PREPAID

ORDER DATE: March 24, 1995

ORDER TIME : 9:36 AM

ORDER NO. : 565603

PRESTRUCTALL TRUMS A FISANCIAL SERVICES

CUSTONER NO: 149551A

CUSTOMER: Thomas Momorrow, Esq THOMAS F. MCMORROW, P.A.

> Suite 1836 1301 Riverplace Boulevard Jacksonville, FL 32207

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DOMESTIC FILING

Constitution of the second

M.C. BONNER & ASSOCIATES, INC.

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ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

___ CERTIFIED COPY ____ PLAIN STAMPED COPY _ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carol M. Hensal

EXAMINER'S INITIALS:

ARTICLES OF INCORPORATION OF M.C. BONNER & ASSOCIATES, INC.



I, Merle A. Mikell, being of legal age do hereby authorize the formation of a corporation under the laws of the State of Florida.

ARTICLE I.

The name of this corporation shall be M.C. BONNER & ASSOCIATES, INC.

ARTICLE IL

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE III.

GENERAL NATURE OF BUSINESS

The general nature of business to be transacted by this corporation is to operate as a designer, producer, distributor and seller of specialty merchandise, and to engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is ten thousand (10,000) shares fully paid, ten cent (\$0.10) par value common stock. Common stock of the corporation shall be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1954, as amended.

<u>ARTICLE V.</u> <u>NO PREEMPTIVE RIGHTS GRANTED</u>

No stockholder of any class of stock of this corporation shall be entitled to preemptive rights to purchase unissued or treasury shares of the corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares, except to the extent that and upon such terms as the Board of Directors may from time to time determine.

ARTICLE VI.

STREET AND MAILING ADDRESS OF INITIAL REGISTERED
OFFICE AND NAME OF INITIAL REGISTERED AGENT

The initial street and mailing address of the principal place of business is said corporation is 2202 North Main Street, Jacksonville, Florida 32206. The initial registered agent is Thomas F. McMorrow, 1301 Riverplace Boulevard, Suite 1836, Jacksonville, Florida 32207.

ARTICLE VII. INITIAL DIRECTORS

The number of directors of this corporation initially shall be two, which number may be increased or decreased pursuant to the bylaws of the corporation; so long as there are less than three stockholders, the number of directors may be less than three. The name of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Merle A. Mikell 3416 Lenczyk Drive, West Jacksonville, Florida 32277

Shane D. Bonner 3253 Justina Road, #8 Jacksonville, Florida 32277

ARTICLE VIII. SUBSCRIBER

The name and street address of the subscriber to these Articles of Incorporation is:

Merle A. Mikell

3416 Lenczyk Drive, West
Jacksonville, Florida 32277

ARTICLE IX.

COMMENCEMENT OF CORPORATE EXISTENCE This corporation shall commence to exist on March 24, 1995.

ARTICLE X.

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, I, Merle A. Mikell, being the original subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of the State of Florida, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 23rd day of March, 1995.

MERIE A MIKELI

CERTIFICATION DESIGNATING PLACE OF BUSINESS OR THE SERVICE OF PROCESS WITHIN THIS STATES OF THE SERVICE OF PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

EIRST: That M.C. PONNER & ASSOCIATES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Jacksonville, County of Duval, State of Florida, has named Thomas F. McMorrow, Esquire, located at 1301 Riverplace Boulevard, Suite 1836, Jacksonville, Florida 32207, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

THOMAS F. MCMORROW