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TALLAHASSEE, FL 32301  
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**9500028281**

ACCOUNT NO. : 072100000032

REFERENCE : 574594 5553A

AUTHORIZATION : *Patricia P. King*

COST LIMIT : \$ 70.00

ORDER DATE : April 10, 1995

ORDER TIME : 10:15 AM

ORDER NO. : 574594

CUSTOMER NO: 5553A

900001451939

CUSTOMER: Ms. Patty Kingry  
GARTNER BROCK & SIMON

Suite 203  
1660 Prudential Drive  
Jacksonville, FL 32207

**EFFECTIVE DATE**

**APR - 5 1995**

DOMESTIC FILING

NAME: ST. JOHNS WAREHOUSE, INC.

XXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XXX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS:

**T. BROWN APR 10 1995**

FILED  
95 APR 10 PM 3:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

ST. JOHNS WAREHOUSE, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is ST. JOHNS WAREHOUSE, INC.

ARTICLE II

Duration

This corporation shall exist perpetually, commencing on the date of execution and acknowledgment of these Articles or upon filing with the Department of State of the State of Florida, in the event these Articles are not filed within five (5) days, exclusive of legal holidays, after execution and acknowledgment.

ARTICLE III

Nature of Business

This corporation is organized for the purpose of transacting any or all business permitted under the laws of the United States or the State of Florida.

ARTICLE IV

Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 2700 Riverside Avenue, Suite 7, Jacksonville, Florida 32204, and the name of the initial registered agent of the corporation at that address is R. Lamar Shaw, Jr. The principal office and registered office are the same.

FILED  
35 APR 10 PM 3:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**EFFECTIVE DATE**

APR - 5 1995

## ARTICLE VI

### Directors

This corporation shall initially have one director. The number of directors may be increased or decreased from time to time by the bylaws but shall never be fewer than one. The name and street address of the member of the first board of directors of the corporation is:

<u>NAME</u>	<u>STREET ADDRESS</u>
R. Lamar Shaw, Jr.	2700 Riverside Avenue, Suite 7 Jacksonville, Florida 32204

## ARTICLE VII

### Incorporator

The name and street address of the incorporator of this corporation is R. Lamar Shaw, Jr., 2700 Riverside Avenue, Suite 7, Jacksonville, Florida 32204.

## ARTICLE VIII

### Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws may be adopted, amended or repealed in the manner provided in the bylaws by either the shareholders or the directors.

## ARTICLE IX

### Restrictions on Transfer of Stock

The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

## ARTICLE X

### Director Compensation

The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE XI

Indemnification

The Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 5<sup>th</sup> day of April, 1995.

P.L. 11  
Incorporator

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of April, 1995, by R. Lamar Shaw, Jr.



Patsy Davis Kingery  
Print Name: Patsy Davis Kingery  
Notary Public, State of Florida  
at Large.

My Commission Expires:

(Notarial Seal)

☒ Personally known or Produced identification  
Type of identification produced \_\_\_\_\_

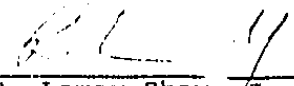
CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
THE STATE OF FLORIDA AND NAMING THE AGENT  
UPON WHOM PROCESS MAY BE SERVED

FILED  
95 APR 10 PM 3:05  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

In compliance with Section 48.091, Florida Statutes, the following is submitted:

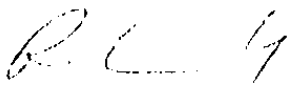
ST. JOHNS WAREHOUSE, INC.

desiring to organize or qualify under the laws of the State of Florida with its principal place of business in Jacksonville, Florida, has named R. Lamar Shaw, Jr., located at 2700 Riverside Avenue, Suite 7, Jacksonville, Florida 32207, as its agent to accept service of process within the State of Florida.

  
\_\_\_\_\_  
R. Lamar Shaw, Jr.  
Incorporator

Dated: April 5, 1995

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
\_\_\_\_\_  
R. Lamar Shaw, Jr.  
Agent for Service

Dated: April 5, 1995