

P95000031443

Brannon & Gillette, P.A.

3410 Myrtle Avenue
Jacksonville, Florida 32209

Grayling E. Brannon, Esq.
Charlie J. Gillette, Jr., Esq.

Phone: (904) 353-1056

Fax: (904) 353-1058

April 12, 1995

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

RE: 1. Management & Planning, Inc.
Reference #: W95000005595

2. RSV Management Services, Inc.

200001457912
-04/17/95--01050--002
****122.50 ****122.50

Dear Sirs: WILHOIT-FERRO, INC

I am in receipt of your letter dated March 14, 1995, regarding Management & Planning, Inc. We have enclosed the original Articles of Incorporation and one copy with the new name of Wilhoit-Ferro, Inc. It is our understanding that this name is not being used by any Florida Corporation.

With respect to RSV Management Services, Inc., we have enclosed the original Articles of Incorporation and one copy. Also enclosed trust account check #0966 in the amount for filing fees. It is our understanding that this name is not being used by any Florida Corporation.

If there are any questions regarding these two corporations, please contact my office at the above letterhead telephone number.

Encl. Jackson GAVE
AUTHORIZATION BY PHONE TO
CORRECT RA accept
DATE 4/21
DOC. EXAM Stala

Sincerely

Charlie J. Gillette, Jr.

CJGJR/epm

Enclosures

W95-8628
151
4/24



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 21, 1995

CHARLIE GILLETTE, JR., ESQ.
3410 MYRTLE AVE.
JACKSONVILLE, FL 32209

SUBJECT: RSV MANAGEMENT SERVICES, INC.
Ref. Number: W9500008628

We have received your document for RSV MANAGEMENT SERVICES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6924.

Sharon Tala
Document Specialist Supervisor

Letter Number: 095A00018940

**ARTICLES OF INCORPORATION
OF
WILHOIT-FERRO, INC.**

FILED
95 APR 17 PM 5:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form 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 Wilhoit-Ferro, Inc.

ARTICLE II: PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business including management services.

ARTICLE III: PRINCIPAL OFFICE

The street address of the principal office is 2343 Sterling Way, Orange Park, Florida 32073. The mailing address of Wilhoit-Ferro, Inc., is also the same as the street address for the principal office.

ARTICLE IV: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 2343 Sterling Way, Orange Park, Florida 32073, and the name of the initial registered agent of this corporation at the address is Steven Ferro.

ARTICLE V: DURATION

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are filed.

ARTICLE VI: CAPITAL STOCK

- (a) Authorized Shares. This corporation is authorized to issue five hundred shares of stock all of which will be of the same class. The par value shall be \$1.00 per share.
- (b) Preemptive Rights. Shareholders shall have no preemptive rights.
- (c) Capital Stock. The capital of the corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus such amounts as, from time to

time, by resolution of the Board of Directors, may be transferred thereto.

(d) Voting. Each share of common stock shall have equal and full voting powers and rights, and the holders of record thereof shall be entitled to one vote for each share so held. At all meetings of shareholders a majority in number of shares entitled to vote at such meetings, present either in person or represented by proxy, shall constitute a quorum.

(e) Corporate Liquidation and Dissolution. In the event of voluntary liquidation, dissolution or winding up of the corporation, the holders of record of the common stock shall be entitled to receive distribution, ratable, of the remaining assets of the corporation.

(f) Cumulative Voting. Cumulative voting shall not be permitted.

(g) 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 allowed by law.

(i) Transferability. The transferability of all issued and outstanding stock shall be governed by the Shareholder Agreement executed on March 20, 1995

ARTICLE VII: DIRECTORS

(a) Number. The corporation shall have two (2) directors initially. The number of directors may be increased from time to time by bylaws adopted by the shareholders.

(b) Initial Board of Directors. The name and address of the directors, until the first annual meeting of the shareholders, is as follows:

- | | | |
|----|-------------------|---|
| 1. | Steven Ferro | 2343 Sterling Way
Orange Park, Florida 32073 |
| 2. | Rodney E. Wilhoit | P.O. Box 1112
Townsend, Georgia 31331 |

(c) 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.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VIII: BYLAWS

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX: INCORPORATOR

The name and street address of the incorporator of this corporation is:

Steven Ferro

2343 Sterling Way
Orange Park, Florida 32073

IN WITNESS WHEREOF, I have made, signed and hereby acknowledge these

Articles of Incorporation as of this 20th day of March, 1995.

Steven Ferro
STEVEN FERRO

CERTIFICATE OF DESIGNATION

Registered Agent/Registered Office

Pursuant to the provisions of Section 607.0501 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 Wilhoit-Ferro, Inc.
2. The name of the Registered Agent is Steven Ferro. The street and mailing address of the Registered Office is 2343 Sterling Way, Orange Park, Florida 32073
3. By my signature below hereby accept designation as registered agent of the abovesaid corporation.

Steven Ferro
STEVEN FERRO, Secretary

FILED
95 APR 17 AM 9:21
SECRETARY OF STATE
TALLAHASSEE FLORIDA