

P95000035850

APRIL 30, 1995

DEAR SIR:

PLEASE FIND ENCLOSED, ARTICLES OF INCORPORATION FOR JOHN C
SMITH & ASSOCIATES, INC. THE PHONE NUMBER IS (904) 269-7659.
PLEASE FIND ALSO ENCLOSED A CHECK FOR 70.00 FOR THE FILING
FEE. I HAVE ENCLOSED AN EXTRA COPY OF THE ARTICLES OF IN-
CORPORATION, PLEASE STAMP THEM FILED AND RETURN THEM.

SINCERELY,

John C. Smith & Associates
1279 Kingsley Ave. Suite 106
Orange Park, FL 32073

800001473678
-05/03/95--01121--008
*****70.00 *****70.00

SDS

FILED
MAY -3 PM 3:29
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
JOHN C SMITH & ASSOCIATES, INC.

THE UNDERSIGNED INCORPORATOR OF THESE ARTICLES OF INCORPORATION IS A NATURAL PERSON COMPETENT TO CONTRACT AND HEREBY FORMS A CORPORATION FOR PROFIT UNDER THE GENERAL CORPORATION ACT AND OTHER LAWS OF THE STATE OF FLORIDA.

ARTICLE I. NAME

THE NAME OF THIS CORPORATION IS JOHN C SMITH & ASSOCIATES, INC.

ARTICLE II. DURATION

THIS CORPORATION IS TO EXIST PERPETUALLY.

ARTICLE III. PURPOSE

THIS CORPORATION IS ORGANIZED FOR THE PURPOSE OF TRANSACTING ANY OR ALL LAWFUL BUSINESS.

ARTICLE IV. CORPORATION POWERS

THIS CORPORATION SHALL HAVE THE POWER TO DO ANYTHING NECESSARY AND PROPER FOR THE ACCOMPLISHMENT OR FURTHERANCE OF ANY PURPOSES OR OBJECTS OF THIS CORPORATION ENUMERATED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT THEREOF, NECESSARY OR INCIDENTAL TO THE ACCOMPLISHMENT OR FURTHERANCE OF THE PURPOSES OR OBJECTS OF THIS CORPORATION AND TO HAVE, IN FURTHERANCE OF THE CORPORATE PURPOSE, ALL OF THE POWERS CONFERRED UPON CORPORATIONS ORGANIZED UNDER THE FLORIDA GENERAL CORPORATION ACT.

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ARTICLE V. CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO ISSUE IS 100 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 VI. INITIAL PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT

THE ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION IS 1279 KINGSLEY AVENUE SUITE 106, ORANGE PARK, FL 32073; THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS 3666 RED OAK CIRCLE, ORANGE PARK , FL 32073; AND THE NAME OF THE INITIAL REGISTERED AGENT AT THAT ADDRESS IS JOHN C SMITH THE STOCK-HOLDERS SHALL HAVE THE POWER TO ESTABLISH BRANCH OFFICES, AND TO MOVE THE PRINCIPAL OFFICE TO ANY OTHER ADDRESS IN FLORIDA.

ARTICLE VII. INCORPORATOR

THE NAME AND ADDRESS OF THE PERSONS SIGNING THESE ARTICLES ARE:

JOHN C SMITH

3666 RED OAK CIRCLE

ORANGE PARK, FL 32073

ARTICLE VIII. MANAGEMENT OF CORPORATION BY SHAREHOLDERS

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF, AND THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTION OF, THE SHAREHOLDERS OF THIS CORPORATION.

ARTICLE IX. CALLING OF SPECIAL MEETINGS

SPECIAL MEETINGS OF SHAREHOLDERS OF THIS CORPORATION SHALL HAVE THE SOLE POWER TO ADOPT, AMEND OR REPEAL BY-LAWS FOR THE MANAGEMENT OF THIS CORPORATION, AND THE DUTIES OF THE OFFICERS SHALL BE PRESCRIBED BY SUCH BY-LAWS.

ARTICLE X. INITIAL DIRECTORS

THE NAMES AND POST OFFICE ADDRESSES OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS OF THIS CORPORATION ARE:

1> JOHN C SMITH: 3666 RED OAK CIRCLE
ORANGE PARK, FL 32073

ARTICLE XI. INITIAL OFFICERS AND SUBSCRIBERS

THE NAMES AND POST OFFICE ADDRESSES OF THE OFFICERS WHO ARE TO SERVE UNTIL THE FIRST ELECTION UNDER THE ARTICLES OF INCORPORATION ARE AS FOLLOWS:

PRESIDENT: JOHN C SMITH: 3666 RED OAK CIRCLE
ORANGE PARK, FL 32073

ARTICLE XII. AMENDMENT

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW.

IN WITNESS WHEREOF THE UNDERSIGNED SUBSCRIBER HAS EXECUTED
THESE ARTICLES OF INCORPORATION ON APRIL 30, 1995.

John C. Smith
JOHN C SMITH

STATE OF FLORIDA

COUNTY OF ~~DUVAL~~ CLAY *CL*

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 JOHN C SMITH TO ME KNOWN AND KNOWN TO BE THE PERSON DESCRIBED AS THE PERSON WHO EXECUTED THE FOREGOING ARTICLES OF INCORPORATION AND ACKNOWLEDGED BEFORE ME THAT HE EXECUTED THE SAID ARTICLES OF INCORPORATION FOR THE USES AND PURPOSES THEREIN SET FORTH AND EXPRESSED.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND OFFICIAL SEAL AT JACKSONVILLE, FLORIDA, THIS 15th DAY OF May 1995.
ORANGE PARK, FL

Jeri S. Armstrong
NOTARY PUBLIC, STATE OF FLORIDA

MY COMMISSION EXPIRES: _____

Notary Public, State of Florida
My Commission Expires Aug. 21, 1995
Bonded Thru Troy Fain - Insurance Inc.

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

IN PURSUANCE OF FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED
IN COMPLIANCE WITH SAID ACT:

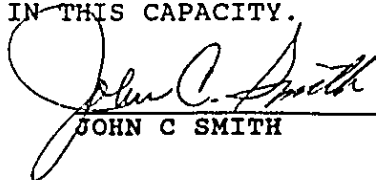
FIRST, THAT JOHN C SMITH & ASSOCIATES, INC., DESIRING TO
ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS
PRINCIPAL OFFICE, AS INDICATED IN THE ARTICLES OF INCORPOR-
ATION AT THE CITY OF ORANGE PARK, FL, HAS NAMED:

JOHN C SMITH
LOCATED AT:
3666 RED OAK CIRCLE
ORANGE PARK, FL 32073

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGMENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFI-
CATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY.


JOHN C SMITH

FILED
1995 MAY -3 PM 3:25
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA