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*Attorney At Law*

*5515 Phillips Highway*  
*Jacksonville, Florida 32217*

*Telephone*  
*(904) 810-9225*

May 19, 1995

Office of the Secretary of State  
Attention: Corporate Division  
Post Office Box 6327  
Tallahassee, Florida 32314

ENCLOSURE 1-41067067  
MAY 22 1995 01072-018  
\*\*\*122.50 \*\*\*122.50

**Re: Rouge Consultant Services, Inc.**

Dear Gentlemen:

Enclosed please find an original and copy of the following Articles of Incorporation for **Rouge Consultant Services, Inc.** Please forward me a certified copy of the Articles after the same has been filed with your office. Enclosed is my check in the amount of \$122.50 to cover the costs.

If you need further information or documents or if you have any questions, please call me collect at the above number.

Very truly yours,

*R. G. Minor*

Randall G. Minor

RGM/st  
Enclosures

*PAK*  
*5-24*

FILED  
95 MAY 22 PM 1:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
ROUGE CONSULTANT SERVICES, INC.**

95 MAY 22 PM 1:48  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I-NAME AND PRINCIPAL ADDRESS**

The name of this corporation is **ROUGE CONSULTANT SERVICES, INC.** and the principal address is **3021 Cypress Creek Drive East, Ponte Vendra Beach, Florida 32082.**

**ARTICLE II-DURATION**

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

**ARTICLE III-PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business for which a corporation may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

**ARTICLE IV-CAPITAL STOCK**

This corporation is authorized to issue 5000 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares".

**ARTICLE V-PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata

share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE VI-INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 3021 Cypress Creek Drive East, Ponte Vedra Beach, Florida 32082, and the name of the initial registered agent of this corporation at that address is JAMES HOGGATT.

#### **ARTICLE VII-INITIAL BOARD OF DIRECTORS**

This corporation shall have one Director constituting the initial Board of Directors. The number of directors may be increased from time to time by the By-Laws; however, there shall never be less than one Director nor more than five. The name and address of the initial Board of Directors of the corporation is:

JAMES HOGGATT, 3021 Cypress Creek Drive East, Ponte Vedra Beach, Florida 32082.

#### **ARTICLE VIII-INCORPORATORS**

The name and address of each person signing these Articles is:

JAMES HOGGATT, 3021 Cypress Creek Drive East, Ponte Vedra Beach, Florida 32082.

#### **ARTICLE IX-OFFICERS**

The names and addresses of the Officers of this Corporation who will hold office on the first year of existence of this

corporation or until their successors are elected or appointed and have qualified, are as follows:

**President/Vice President - James Hoggatt, 3021 Cypress Creek Drive East, Ponte Vedra Beach, Florida 32082.**

**Secretary - Barbara B. Hoggatt, 3021 Cypress Creek Drive East, Ponte Vedra Beach, Florida 32082.**

**Treasurer - Barbara B. Hoggatt.**

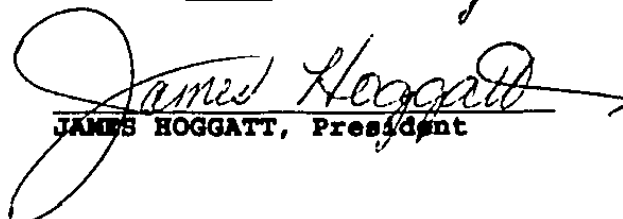
#### **ARTICLE X-INDemnIFICATION**

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

#### **ARTICLE XI-AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

**IN WITNESS WHEREOF**, the undersigned subscriber has executed these Articles of Incorporation on the 17<sup>th</sup> day of May, 1995.

  
**JAMES HOGGATT, President**

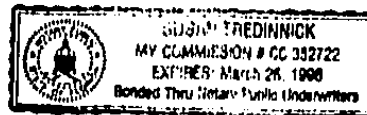
STATE OF FLORIDA

COUNTY OF DUVAL

**BEFORE ME**, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared **JAMES HOGGATT**, known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

**IN WITNESS WHEREOF**, I have set my hand and seal in the State and County above, this 17<sup>th</sup> day of May, 1995.

Susan Redman  
Notary Public  
My Commission Expires:



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

FILED  
5 MAY 22 11:45  
CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

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


FIRST - THAT **ROUGE CONSULTANT SERVICES, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Jacksonville, State of Florida, has named **JAMES HOGGATT** located at 3021 Cypress Creek Drive East, Ponte Vedra Beach, Florida 32082, as its Agent to accept service of process within Florida.

  
Corporate Officer

President  
Title

5-19-95  
Date

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

  
Registered Agent

5-19-95  
Date