

P95000044342

LEBOEUF, LAMB, GREENE & MACRAE  
LLP

A LIMITED LIABILITY PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

NEW YORK  
WASHINGTON  
ALBANY  
BOSTON  
DENVER  
HARRISBURG  
HARTFORD  
JACKSONVILLE

50 N. LAURA STREET  
SUITE 2800  
JACKSONVILLE, FL 32202-3650

(904) 354-8000

FACSIMILE (904) 353-1673

WRITER'S DIRECT DIAL

LOS ANGELES  
NEWARK  
PITTSBURGH  
BALI LAKE CITY  
SAN FRANCISCO  
BRUSSELS  
LONDON  
MOSCOW

May 26, 1995

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

900001501279  
-05/30/95--01038--013  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Smooth Ventures, Inc.

Dear Sir or Madam:

Enclosed for filing are the original and one copy of the Articles of Incorporation of the above-referenced corporation. Also enclosed is a check in the amount of \$122.50 representing:

Filing Fee	\$ 35.00
Registered Agent Fee	35.00
Fee for One Certified Copy of Articles	<u>52.50</u>
TOTAL	\$122.50

Please forward to me a certified copy of the Articles after filing.

Very truly yours,

*Celia Dillon*

Celia Dillon

/cd  
Enclosures

cc: Mr. David K. Surface

15  
6/1

ARTICLES OF INCORPORATION  
OF  
SMOOTH VENTURES, INC.

05 MAY 30 1995  
RECEIVED  
CLERK OF THE COURT  
JACKSONVILLE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is SMOOTH VENTURES, INC..

ARTICLE II - ADDRESS

The address of the principal office of this Corporation is Smooth Ventures, Inc. and the mailing address of this Corporation is Post Office Box 52852, Jacksonville, Florida 32202-2852.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of common stock, all of which shall be of the par value of \$.01 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 50 North Laura Street, Suite 2800 and the name of its initial registered agent at such address is J. Frank Surface.

ARTICLE V - INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation shall be 3 and the name and address of each person who is to serve as a member thereof is:

M. Marchie Surface

3319 Pine Street, Apartment #5  
Jacksonville, FL 32205

J. Frank Surface, III

3324 Lakeshore Drive  
Jacksonville, Florida 32210

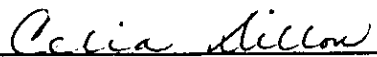
David K. Surface

3319 Pine Street, Apartment #5  
Jacksonville, Florida 32205

ARTICLE VI - INCORPORATOR

The name and address of the incorporator is Celia Dillon, 50  
North Laura Street, Suite 2800, Jacksonville, Florida 32202-3650.

IN WITNESS WHEREOF, the undersigned incorporator has executed  
these Articles of Incorporation this 25th day of May, 1995.

  
\_\_\_\_\_  
Celia Dillon  
Incorporator

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

In compliance with Section .091, Florida Statutes, the following is submitted:

That SMOOTH VENTURES, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Jacksonville, State of Florida, has named J. Frank Surface, Jr., located at 50 North Laura Street, Suite 2800, City of Jacksonville, State of Florida, as its agent to accept service of process within Florida.

Celia Mellow  
Incorporator

May 25, 1995  
Date

RECEIVED  
MAY 30 1995  
STATE OF FLORIDA  
JACKSONVILLE

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

J. Frank Surface, Jr.  
J. Frank Surface, Jr.

May 25, 1995  
Date

P95000044342

CORPORATE ACCESS, INC.  
1116-D THOMASVILLE RD  
TALLAHASSEE, FL 32303  
(904) 222-2000

(Address)

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

3000011591988  
-01/18/96--01006--021  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

1. Smooth Ventures, Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time

1/18/96 RVD  
L.B. ©

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
96 JAN 19 AM 10:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01/19/96  
RECEIVED  
96 JAN 18 AM 10:51  
DIVISION OF CORPORATION

Amended  
Restarted  
Articles of Incorr

Examiner's Initials  
DC



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morham  
Secretary of State

RECEIVED  
06 JAN 19 AM 9:51  
DIVISION OF CORPORATION

January 18, 1996

CORPORATE ACCESS, INC.

SUBJECT: SMOOTH VENTURES, INC.  
Ref. Number: P95000044342

We have received your document for SMOOTH VENTURES, .. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.



If the Restated Articles were adopted by the directors and do not contain any amendments requiring shareholder approval, a statement to that effect must be contained in the document.

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) 487-6906.

Darlene Connell  
Corporate Specialist

Letter Number: 796A00002341

*Corrected*  
*Thanks*  
*Minda*

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
**SMOOTH VENTURES, INC.**  
(January 1996)

The Board of Directors of Smooth Ventures, Inc., a Florida Corporation (the "Corporation"), desiring to amend and restate the Corporation's Articles of Incorporation prior to the issuance of any shares of stock, hereby adopt the following Restated and Amended Articles of Incorporation:

**Article I - Name**

The name of this Corporation is SMOOTH VENTURES, INC.

**Article II - Duration**

This Corporation shall have perpetual existence.

**Article III - Purpose**

This Corporation is organized for the purpose of transacting any or all lawful business.

**Article IV - Capital Shares**

This Corporation is authorized to issue 10,000 shares of common stock, all of which shall have a par value of \$ 0.01 per share.

**Article V - Principal and Registered Office and Registered Agent**

The street address of the principal office of the Corporation is 1962 San Marco Boulevard, Jacksonville, Florida 32207. The address of the registered office of this Corporation is 200 West Forsyth Street, Suite 1600, Jacksonville, Florida 32202 and the name of the registered agent at that address is William I. Gulliford, III.

**Article VI - Board of Directors**

This Corporation shall have four (4) directors. Thereafter, the number of directors may be either increased or decreased from time to time in the manner provided by the Bylaws, but shall never be fewer than three (3). The names and addresses of the directors of this Corporation are:

<u>Name</u>	<u>Address</u>
David K. Surface	3319 Pine Street, #5 Jacksonville, Florida 32205

M. Marchie Surface	3319 Pine Street, #5 Jacksonville, Florida 32205
John K. Aurell	920 Live Oak Plantation Road Tallahassee, Florida 32312
Jane C. Aurell	920 Live Oak Plantation Road Tallahassee, Florida 32312

#### Article VII - Officers

The officers of the Corporation shall consist of a President, a Vice President, a Secretary, and a Treasurer, and such other officers as may be provided by the Bylaws. The corporation's officers are as follows:

David K. Surface	President
M. Marchie Surface	Vice President, Treasurer, Secretary

#### Article VIII - Incorporator

The name and address of the Corporation's incorporator is:

<u>Name</u>	<u>Address</u>
Celia Dillon	50 North Laura Street Suite 2800 Jacksonville, Florida 32202

#### Article IX - Indemnification

The Corporation shall have the power to indemnify all officers and directors and former officers and directors to the fullest extent possible under Florida law or as may be more fully set forth in the by-laws.

#### Article X - Amendment

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.



**CERTIFICATION**

The undersigned, David K. Surface, a director of Smooth Ventures, Inc., a Florida corporation, hereby certifies that these Amended and Restated Articles of Incorporated were adopted by the Board of Directors of the Corporation without a meeting.

Dated this 15 day of January, 1996.

  
\_\_\_\_\_  
David K. Surface

**STATE OF FLORIDA  
COUNTY OF DUVAL**

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of January, 1995, by David K. Surface, director of Smooth Ventures, Inc., a Florida corporation, on behalf of the Corporation. He is personally known to me or has produced \_\_\_\_\_ as identification.

  
\_\_\_\_\_  
Notary Public, State of Florida

(print Name)

My Commission expires:



W. I. BULLFORD, IN  
MY COMMISSION # CC477191 EXPIRES  
JUNE 28, 1999  
BONDED THRU TROY FAIR INSURANCE, INC.


**STATEMENT OF CHANGE OF REGISTERED AGENT  
AND REGISTERED OFFICE FOR  
SMOOTH VENTURES, INC.**

In compliance with Section 607.0502, Florida Statutes, **Smooth Ventures, Inc.** (the "Corporation"), submits the following change of registered office and registered agent:

The Corporation's current registered office is located at 50 North Laura Street, Suite 2800, Jacksonville, Florida 32202 and the current registered agent to accept service of process is J. Frank Surface, Jr.

The Corporation's new registered office is located at 200 West Forsyth Street, Suite 1600, Jacksonville, Florida 32202 and the new registered agent for service of process is William I. Gulliford, III. The street address of the new registered office and the street address of the business office of the new registered agent are identical.

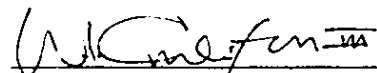
The undersigned, David K. Surface, a director of Smooth Ventures, Inc., certifies that the foregoing change of the Corporation's registered office and registered agent was adopted by the Corporation's Board of Directors without a meeting.

  
\_\_\_\_\_  
David K. Surface  
Director

Dated this 15 day of January,  
1996

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

The undersigned, William I. Gulliford, III, having been named registered agent to accept service of process for Smooth Ventures, Inc., at the place designated above as the registered office for said corporation, and being familiar with the obligations of a registered agent under the laws of the State of Florida, does hereby accept the appointment as registered agent and agrees to fulfill his attendant obligations under the laws of the State of Florida.

  
\_\_\_\_\_  
William I. Gulliford, III

Dated this 15 day of January,  
1996