

P95000058215

LAW OFFICES

MARTIN, ADE, BIRCHFIELD & MICKLER, P.A.

ONE INDEPENDENT DRIVE - SUITE 3000
JACKSONVILLE, FLORIDA 32202

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JACKSONVILLE, FLORIDA 32201

TELEPHONE (904) 354-2080
TELECOPIER (904) 354-5542

JAMES L. AUE
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W. D. BIRCHFIELD
TIMOTHY A. BURLINGHAM
CHARLES L. CHAFFIN
PHILLIP A. DELMONT
STEPHEN H. DURANT
T. WILLIAM GLOCKEN
MICHAEL F. GOODBREAD, JR.
STEPHEN D. HALKER
RONKO HEAD

SHARON ROBERTS HENDERSON
BARBARA CHRISTIE JOHNSON
MYRA LOUGHMAN
RALPH H. MARTIN
ROBERT O. MICKLER
JOHN D. MILTON, JR.
GEORGE T. MOTHISON
DAVID B. NUNN, JR.
SCOTT D. SCHILDRECH
DARYL WILKINSON
JENNIFER JOHNSON (1042/1042)

FILED
JUL 27 AM 9 31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 30, 1995

Florida Department of State
Division of Corporations
P. O. Box 6237
Tallahassee, FL 32314

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***122.50 ***122.50

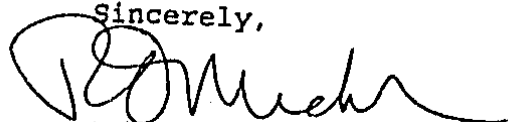
Dear Sirs:

Re: DB Management Company, Inc.

Enclosed is the original and a copy of the Articles of Incorporation of the above corporation. Also enclosed is a check in the amount of \$122.50 to cover the cost of filing fees for the Articles, the Designation of Registered Agent, and a certified copy of the Articles of Incorporation. Please return a certified copy of the Articles to me at the above address.

Please contact me if there are any questions.

Sincerely,


Robert O. Mickler

ROM:vg
Encs.
Certified Mail - RRR

W-11736
FOR

ROCHESTER JUL 27 1995



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 9, 1995

ROBERT O MICKLER ATTORNEY
P O BOX 59
JACKSONVILLE, FL 32201

SUBJECT: DB MANAGEMENT COMPANY, INC.
Ref. Number: W95000011736

Let's Mr. Mickler
396-5063
RW
6-12-95
FILED
895 JUL 27 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for DB MANAGEMENT COMPANY, 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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 795A00028379

RECEIVED

JUN 12 1995

ROBERT O. MICKLER

LAW OFFICES

MARTIN, ADE, BIRCHFIELD & MICKLER, P.A.

ONE INDEPENDENT DRIVE • SUITE 3000
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DIANNE ROBERTS HENDERSON
BARBARA CHRISTIE JOHNSTON
MYRA LOUGHRAN
RALPH H. MARTIN
ROBERT D. MICKLER
JOHN D. MILTON, JR.
GEORGE T. MORRISON
DANIEL B. NUNN, JR.
SCOTT D. SCHILBERG
GARY L. WILKINSON
L. PETER JOHNSON (1942-1988)

JAMES L. ADE
LYNDA R. AYCOCK
W. D. BIRCHFIELD
TIMOTHY A. BURNLEIGH
CHARLES L. CRANFORD
PHILLIP A. DELMONT
STEPHEN H. DURANT
T. WILLIAM GLOCKER
MICHAEL E. GOODBREAD, JR.
STEPHEN D. HALKER
KOKO HEAD

July 24, 1995

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314
Attention: Ms. Freida Chesser

Re: DB Management Company, Inc.
Your Reference Number W95000011736

Dear Ms. Chesser:

Enclosed for filing with your office is the original and one copy of the Articles of Incorporation for Demco Management, Inc. in lieu of previous filing under the name of DB Management Company, Inc. A copy of your letter to us dated June 9, 1995 is enclosed for your reference. It is our understanding that you have in your possession our firm check in the amount of \$122.50 for the cost of filing these Articles and securing a certified copy of the same.

Please return the certified copy to the undersigned in the enclosed stamped, self-addressed envelope.

Please contact me immediately should there be any difficulty in accomplishing the filing of this document.

Sincerely,


Michael E. Goodbread, Jr.

MEG/rrb
Enclosures

FILED
1995 JUL 27 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
DEMCO MANAGEMENT, INC.

FILED
1965 JUL 21 M 9 31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I.

Name

The name of this corporation is Demco Management, Inc.

II.

Nature of Business

This corporation is organized for the purpose of engaging in and transacting any or all lawful business permitted under the laws of the State of Florida or any other state and of the United States.

III.

Capital Stock

This corporation is authorized to issue 1,000 shares of common stock having a par value of Ten Cents (\$.10) per share, which shares shall be and hereby are designated as "Common Shares." Without action by the stockholders, any or all of the authorized shares may be issued by the corporation from time to time for such consideration as may be fixed by the Board of Directors of the corporation.

IV.

Term of Existence

The term for which this corporation shall exist shall be perpetual, commencing on the filing of these Articles with the Secretary of State, State of Florida.

V.

Principal Office

The initial principal office and mailing address of this corporation is Suite 300, 3740 Beach Boulevard, Jacksonville, Florida 32207.

VI.

Initial Registered Office and Agent

The initial registered office of this corporation in the State of Florida is Suite 300, 3740 Beach Boulevard, Jacksonville, Florida 32207, and the name of the initial registered agent of this corporation at that address is J. C. Demetree, Jr. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

VII.

Initial Board of Directors

This corporation shall have four (4) directors initially. The number of Directors may be increased or decreased, from time to time, by amendment to the Bylaws, but in no event shall the number of directors be reduced below one (1). The names and addresses of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Mark C. Demetree	Suite 3' , 3740 Beach Boulevard Jacksonville, Florida 32207
J. C. Demetree, Jr.	Suite 300, 3740 Beach Boulevard Jacksonville, Florida 32207
Christopher C. Demetree	Suite 300, 3740 Beach Boulevard Jacksonville, Florida 32207
Jack C. Demetree	Suite 300, 3740 Beach Boulevard Jacksonville, Florida 32207

VII.

Incorporator

The name and address of the Incorporator of this corporation is:

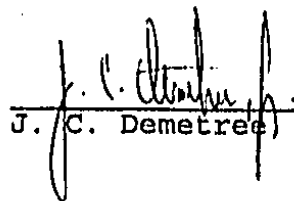
<u>Name</u>	<u>Address</u>
J. C. Demetree, Jr.	Suite 300, 3740 Beach Boulevard Jacksonville, Florida 32207

IX.

Amendments

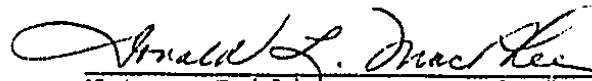
These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend, or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaws shall not be altered, repealed, or amended by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 13th day of May, 1995.

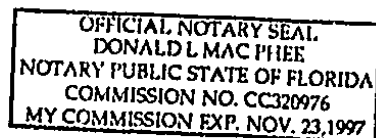

J. C. Demetree, Jr., Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 23rd day of May, 1995, by J. C. Demetree, Jr. He is personally known to me.


Notary Public, State of Florida
Printed _____
My Commission expires: _____
My Commission No.: _____

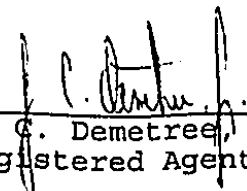
(Notarial Seal)



**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon this corporation, organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the corporation and does hereby agree to comply with the provisions of Section 48.091(2), Florida Statutes, relative to keeping open the Registered Office of said corporation, which Registered Office is located at Suite 300, 3740 Beach Boulevard, Jacksonville, Florida 32207.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal in Jacksonville, Duval County, Florida, on this 25th day of May, 1995.



J. C. Demetree, Jr.,
Registered Agent

FILED
1995 JUL 27 AM 9:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DBMgmt.A1