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TRANSMITTAL LETTER

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

RECEIVED
DIVISION OF CORPORATIONS
AUG 30 1995

SUBJECT: Eddie Murrell, Inc.
(Proposed corporate name - must include suffix)

000001573065
-08/30/95--011003--0118
****122.50 ****122.50

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

<input type="checkbox"/> \$70.00 Filing Fee	<input type="checkbox"/> \$78.75 Filing Fee & Certificate	<input checked="" type="checkbox"/> \$122.50 Filing Fee & Certified Copy	<input type="checkbox"/> \$131.25 Filing Fee, Certified Copy & Certificate
Additional Copy Required			

FROM: Mr. Eddie Murrell
Name (printed or typed)

5281 Concord Blvd, West
Address

Jacksonville, FL 32208
City, State & Zip

(904) 764-8845
Daytime Telephone number

EFFECTIVE DATE
8-25-95

AL AUG 31 1995

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
EDDIE MURRELL, INC.

FILED
STATE
RECORDS
OFFICE
JAN 24 1995

EFFECTIVE DATE
8-25-95

The undersigned subscriber, Eddie Murrell to these Articles of Incorporation, being natural persons competent to contract, desiring that they be incorporated, for such purpose do hereby make, execute and adopt the following Articles of Incorporation to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is:
EDDIE MURRELL, INC.

ARTICLE II

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the general Corporation Law of the State of Florida, with all powers conferred upon corporations by the present and future laws and statutes of said state, and as determined by the stockholders.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

100 Shares of Common Stock of par value of \$1.00 per share.

The shareholders shall have preemptive rights. Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof at the price at which it is offered to others.

The shareholders may, by by-law provisions or by written shareholders' agreement, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

ARTICLE IV

This corporation is to have perpetual existence and the commencement of the corporate existence shall be August 25, 1995.

ARTICLE V

The initial address of the principal office of this corporation in the State of Florida is 8281 Concord Blvd., West Jacksonville, Fl. 32208. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI

This corporation shall have one (1) director initially. The number of Directors may be increased or decreased from time to time by the by-laws adopted by the stockholders, but shall never be less than one. The names and addresses the initial directors are:

NAME

ADDRESS

Eddie Murrell

8281 Concord Blvd., West
Jacksonville, Fl. 32208

ARTICLE VII

It is the intent of the incorporators that the corporation will qualify under Section 1244 of the Internal Revenue Code.

ARTICLE VIII

The name and address of the incorporator to these Articles of Incorporation is:

NAME

ADDRESS

Eddie Murrell

8281 Concord Blvd., West
Jacksonville, Fl. 32208

ARTICLE IX

The corporations shall indemnify any and all persons who may serve or who have served at any time as directors or officers, or who at the request of the Board of Directors of the corporation may serve or at any time have served as directors or officers of another corporation in which it was or may be a creditor, and their respective heirs, administrators,

successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-law, agreement, vote of stockholders, or otherwise, and the corporation shall indemnify any officer or director, or former officer or director, to full extent permitted by law.

ARTICLE X

The registered office shall be 8281 Concord Blvd., West, Jacksonville, Fl. 32208, and the registered agent at that same address is Eddie Murrell.

ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the holder or holders of a majority of the stock entitled to vote thereon.

Eddie Murrell
Eddie Murrell

STATE OF FLORIDA

COUNTY OF DUVAL

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 Eddie Murrell to me well known to be the persons described as the incorporators in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above, this 28th day of August, 1995.

Phyllis A. Gatson
Phyllis A. Gatson
Notary Public

My Commission Expires: / /



PHYLLIS A. GATSON
MY COMMISSION # CC353642 EXPIRES
March 7, 1998
BONDED THRU TROY FARM INSURANCE, INC.

FILED
SECRETARY OF STATE
CORPORATION DIVISION

RECORDED PM 2:45

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **EDDIE MURRELL, INC.** at the place designated in the Article of Incorporation, **EDDIE MURRELL** agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Date: August 25, 1995


Eddie Murrell
Eddie Murrell

**MINUTES OF ORGANIZATIONAL MEETING OF
BOARD OF DIRECTORS OF
EDDIE MURRELL, INC.**

THE ORGANIZATIONAL MEETING OF THE BOARD OF DIRECTORS OF THE ABOVE CORPORATION WAS HELD AT THE OFFICES OF THE CORPORATION AT 9:00 A.M. THE 25TH DAY OF AUGUST, 1995.

THE FOLLOWING DIRECTORS WERE PRESENT:

EDDIE MURRELL

ATTACHED HERETO IS A COPY OF THE ARTICLES OF INCORPORATION FILED WITH THE STATE OF SUCH FILING.

THE DIRECTORS ADOPTED THE ATTACHED BY-LAWS AS THE BY-LAWS OF THE CORPORATION.

THE DIRECTORS WERE AUTHORIZED TO ISSUE THE UNSUBSCRIBED CAPITAL STOCK OF THE CORPORATION AT SUCH TIME AND IN SUCH AMOUNTS AS THEY SHALL DETERMINE, AND TO DETERMINE WHETHER TO ACCEPT IN PAYMENT THEREOF MONEY, PROPERTY, LEASES, LABOR OR SERVICES AS MAY BE NECESSARY FOR THE USE AND LAWFUL PURPOSE OF THE CORPORATION.

THE DIRECTORS THEN RECOGNIZED THE FOLLOWING OFFER TO PURCHASE SHARES OF CAPITAL STOCK:

<u>FROM</u>	<u>NUMBER OF SHARES</u>	<u>CONSIDERATION</u>	<u>VALUE</u>
EDDIE MURRELL	900	CASH	\$900.00
JUANITA MURRELL	50	CASH	\$ 50.00

UPON DUE CONSIDERATION, THE DIRECTORS DETERMINED THAT THE CONSIDERATION OFFERED FOR THE ABOVE STOCK WAS REASONABLY WORTH THE NUMBER OF SHARES FOR WHICH SAME WAS OFFERED AND THAT IT WAS IN THE BEST INTEREST OF THE CORPORATION TO ACCEPT SAID OFFERS. UPON MOTION DULY MADE, SECONDED AND CARRIED, IT WAS RESOLVED, THAT

THE DIRECTORS OF THIS CORPORATION HAVE DETERMINED THAT THE CONSIDERATION OFFERED HEREIN WAS OF A VALUE AT LEAST EQUAL TO THE FULL PAR VALUE OF THE STOCK TO BE ISSUED THEREFOR, THAT SUCH OFFER BE ACCEPTED AND THAT, UPON DELIVERY TO THE CORPORATION OF THE TOTAL CONSIDERATION OFFERED, APPROPRIATE STOCK CERTIFICATES BE IMMEDIATELY ISSUED IN FAVOR OF SUCH OFFERORS TO REFLECT THE OWNERSHIP OF THE SHARES SO PURCHASED, AND THAT SUCH OFFERORS, THEREUPON CONSTITUTE THE STOCKHOLDERS OF THIS CORPORATION.

THE DIRECTORS THEN DESIGNATED THE FOLLOWING AS OFFICERS OF THE CORPORATION TO SERVE UNTIL SUCCESSORS ARE APPOINTED OR ELECTED AND SHALL QUALIFY:

PRESIDENT	EDDIE MURRELL
VICE-PRESIDENT	JUANITA MURRELL
SECRETARY	EDDIE MURRELL
TREASURER	EDDIE MURRELL

IT WAS RESOLVED, THAT IF THE INITIAL VICE-PRESIDENT, JUANITA MURRELL IS PREDECEASED BY THE INITIAL PRESIDENT, EDDIE MURRELL, SAID VICE-PRESIDENT WILL HAVE FIRST PRIORITY IN PURCHASING SAID PRESIDENTS SHARES OF STOCK AT THE INITIAL PURCHASE PRICE, AND ASSUME THE OFFICE OF PRESIDENT OF THE CORPORATION.

THE DIRECTORS ADOPTED AS THE CERTIFICATE OF STOCK OF THE CORPORATION THAT WHICH IS MARKED "SPECIMEN" AND ATTACHED, AND AS SEAL OF THE CORPORATION, THAT WHICH IS IMPRESSED ON THE ATTACHED SAMPLE CERTIFICATE OF STOCK.

IT WAS RESOLVED, THAT THIS CORPORATION SHALL ISSUE ITS STOCK PURSUANT TO THE PROVISIONS OF SECTION 1244 OF THE INTERNAL REVENUE CODE.

IT WAS RESOLVED, THAT ANY PAYMENTS MADE TO AN OFFICER OF THE CORPORATION SUCH AS A SALARY, COMMISSION, BONUS, INTEREST, RENT, BUSINESS, OR ENTERTAINMENT EXPENSE INCURRED BY HIM/HER WHICH SHALL BE DISALLOWED IN WHOLE OR IN PART AS A DEDUCTIBLE EXPENSE BY THE INTERNAL REVENUE SERVICE, SHALL BE REIMBURSED BY SUCH OFFICER TO THE CORPORATION TO THE FULL EXTENT OF SUCH DISALLOWANCE; PROVIDED, HOWEVER, IF THE CORPORATION IS INDEBTED TO SUCH OFFICER, THE INDEBTEDNESS SHALL FIRST BE REDUCED BY THE FULL AMOUNT OF SUCH DISALLOWANCE, AND THE OFFICER SHALL REIMBURSE THE

CORPORATION FOR THE BALANCE OF SUCH DISALLOWANCE REMAINING AFTER REDUCTION OF THE CORPORATE INDEBTEDNESS TO ENFORCE PAYMENT OF EACH SUCH AMOUNT DISALLOWED. IN LIEU OF PAYMENT BY THE OFFICER, SUBJECT TO THE DETERMINATION OF THE DIRECTORS, PROPORTIONATE AMOUNTS MAY BE WITHHELD FROM HIS/HER FUTURE COMPENSATION PAYMENTS UNTIL THE AMOUNT ALLOWED TO THE CORPORATION HAS BEEN RECOVERED.

THE PRESIDENT WAS AUTHORIZED TO OPEN AN ACCOUNT WITH FIRST UNION NATIONAL BANK AND THE DIRECTORS ADOPTED THE ATTACHED RESOLUTION.

IT WAS RESOLVED, THAT THE CORPORATION SHALL INDEMNIFY ANY DIRECTOR, OFFICER, OR EMPLOYEE OF THE CORPORATION, OR FORMER DIRECTOR, OFFICER, OR EMPLOYEE OF THE CORPORATION, OR ANY PERSON WHO MAY HAVE SERVED AT ITS REQUEST AS A DIRECTOR, OFFICER, OR EMPLOYEE OF ANOTHER CORPORATION IN WHICH IT OWNS SHARES OF CAPITAL STOCK, OR WHICH IT IS A CREDITOR., AGAINST EXPENSES REASONABLY INCURRED BY HIM IN CONNECTION WITH OR ARISING OUT OF ANY ACTION, SUIT, OR PROCEEDING IN WHICH HE MAY BE INVOLVED BY REASON OF HIS BEING OR HAVING BEEN SUCH DIRECTOR, OFFICER, OR EMPLOYEE, EXCEPT IN RELATION TO MATTERS AS TO WHICH HE SHALL BE ADJUDGED IN SUCH ACTION, SUIT, OR PROCEEDING TO BE LIABLE FOR NEGLIGENCE OR MISCONDUCT TO THE CORPORATION IN THE PERFORMANCE OF DUTY. THE CORPORATION MAY ALSO REIMBURSE ANY DIRECTOR, OFFICER, OR EMPLOYEE FOR THE REASONABLE COSTS OF SETTLEMENT OF ANY SUCH ACTION, SUIT, PROCEEDING (OTHER THAN AMOUNTS PAID TO THE CORPORATION ITSELF), IF IT SHALL BE FOUND BY A MAJORITY OF A COMMITTEE COMPOSED OF THE DIRECTORS NOT INVOLVED IN THE MATTER IN CONTROVERSY (WHETHER OR NOT A QUORUM) THAT IT WAS TO THE INTERESTS OF THE CORPORATION THAT SUCH SETTLEMENT BE MADE AND THAT SUCH DIRECTOR, OR OFFICER, OR EMPLOYEE WAS NOT GUILTY OF NEGLIGENCE OR MISCONDUCT TO THE CORPORATION IN THE PERFORMANCE OF DUTY. SUCH RIGHTS OF INDEMNIFICATION AND REIMBURSEMENT SHALL NOT BE DEEMED EXCLUSIVE OF ANY OTHER RIGHTS TO WHICH SUCH DIRECTOR, OFFICER, OR EMPLOYEE MAY BE ENTITLED UNDER ANY BY-LAW AGREEMENT, VOTE OF SHAREHOLDER OR OTHERWISE.

THE DIRECTORS DETERMINED THAT AUTOMOBILE TRANSPORTATION SHOULD BE PROVIDED FOR THE EMPLOYEES OF THE CORPORATION FOR THE FURNISHING OF BUSINESS SERVICES AND FOR THE CONVENIENCE AND BENEFIT OF THE CORPORATION IN THE FUTURE.

IT WAS RESOLVED, THAT THE OFFICERS OF THIS CORPORATION ARE AUTHORIZED AND DIRECTED TO PURCHASE OR ACQUIRE FOR THE RENDERING

OF BUSINESS SERVICES A SUITABLE AUTOMOBILE OR AUTOMOBILES FOR THE BENEFIT AND CONVENIENCE OF THE CORPORATION AND THE OFFICERS ARE AUTHORIZED AND DIRECTED TO PAY FROM CORPORATE FUNDS THE COST OF SAID AUTOMOBILE OR AUTOMOBILES AND THE MAINTENANCE, INSURANCE, AND EXPENSES THEREOF, AND IT IS FURTHER

RESOLVED, THAT PROVISION FOR AUTOMOBILE TRANSPORTATION AT THE ELECTION OF THE OFFICERS, MAY BE FURNISHED BY THE EMPLOYEE BY A SPECIAL AUTOMOBILE TRANSPORTATION ALLOWANCE TO BE MADE TO SUCH EMPLOYEE TO DEFRAY THE COST AND EXPENSES OF SUCH TRANSPORTATION INCURRED BY THE EMPLOYEE, OR, IF THE

EMPLOYEE ELECTS TO PURCHASE AND FURNISH TO THE CORPORATION EVIDENCE OF OWNERSHIP AND POSSESSION OF SUCH TRANSPORTATION AND THE EXPENSE INCURRED THEREBY SHALL BE PAID BY THE CORPORATION.

THE DIRECTORS DETERMINED THAT:

WHEREAS, IT IS THE DESIRE OF THE CORPORATION TO RELIEVE THE MINDS OF CERTAIN EMPLOYEES, AS DEFINED BELOW, OF THE BURDENS AND WORRIES INVOLVED IN THE HIGH COST OF HEALTH CARE AND HEALTH MAINTENANCE EXPENSES, IN ORDER THAT THE MINDS OF SAID EMPLOYEES MAY BE FREE TO CONCENTRATE ON THEIR WORK FOR THE CORPORATION, THEREBY OFFERING THE CORPORATION BETTER SERVICE, AND

WHEREAS, THE INTERNAL REVENUE CODE, IN SECTIONS 105 AND 106, UNDER REGULATIONS PERTAINING TO THOSE SECTIONS OF THE INTERNAL REVENUE CODE, AND IN REVENUE RULING 58-90, OFFER AN EXCELLENT METHOD OF ACCOMPLISHING THIS PURPOSE, AND,

WHEREAS, IT IS IN THE BEST INTERESTS OF THE CORPORATION TO PROVIDE FOR THE PAYMENT OF CERTAIN HEALTH CARE AND MAINTENANCE EXPENSES FOR SUCH EMPLOYEES.

NOW, THEREFORE, BE IT RESOLVED,

THAT THIS CORPORATION, AS DISCUSSED AND AGREED BY THE INCORPORATORS ON AUGUST 25, 1995, HEREBY ESTABLISHES AND ADOPTS A HEALTH PLAN OR PLANS IN ACCORDANCE WITH SECTIONS 105 AND 106 OF THE INTERNAL REVENUE CODE, AND HEREBY AGREES TO PROVIDE TO CERTAIN FULL-TIME COVERED EMPLOYEES, HEREAFTER REFERRED TO AS EMPLOYEES COVERED BY THIS PLAN, THE PLAN(S) IN RETURN FOR SERVICES RENDERED BY THESE EMPLOYEES TO THE CORPORATION. THE OFFICERS ARE DIRECTED TO EXECUTE THE CORPORATION HEALTH PLAN AND ATTACH AN EXECUTED

COPY TO THESE MINUTES AND INFORM THE COVERED EMPLOYEES OF THE ADOPTION AND IMPLEMENTATION OF SAID PLAN(S) . THE DIRECTORS ANNOUNCED THAT THE OFFICERS OF THE CORPORATION COVERED BY SAID HEALTH PLAN(S), ALL BEING PRESENT AT THE BOARD MEETING, WERE OFFICIALLY NOTIFIED AND INFORMED IN THEIR CAPACITY AS SUCH CORPORATE OFFICERS OF THE ADOPTION AND IMPLEMENTATION OF THE CORPORATE HEALTH PLAN(S).

ON MOTION DULY MADE, SECONDED AND CARRIED, THE PRESIDENT WAS DIRECTED TO PAY FROM THE CORPORATE FUNDS, THE TOTAL EXPENSES OF ORGANIZING THE CORPORATION.

IT WAS RESOLVED, THAT THE PRESIDENT OF THE CORPORATION SHALL HAVE THE SOLE DUTY AND RESPONSIBILITY FOR DISBURSEMENT OF MONEY TO AND THE FILING OF REPORTS AND RETURNS REQUIRED BY THE STATE OF FLORIDA AND THE UNITED STATES OF AMERICA.

THE CORPORATION THEREUPON HAVING BEEN FULLY ORGANIZED, AND
THERE BEING NO FURTHER BUSINESS TO COME BEFORE THE MEETING, THE
MEETING THEREUPON ADJOURNED.

DATED THE 25TH DAY OF AUGUST, 1995

ADOPTED AND APPROVED


EDDIE MURRELL, PRESIDENT