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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

904-222-1092

CORPORATION(S) NAME

500001576175
-09/01/95--01010--027
*****70.00 *****70.00

Clarification Management & Reporting

☒ Profit - *Profit*

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Merger

☐ Mark

☐ Limited Partnership

☐ Reinstatement

☐ Annual Report

☐ Reservation

☐ Other

☐ Change of R.A.

☐ Certified Copy

☐ Photo Copies

☐ Fictitious Name

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☐ After 4:30

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CR2E031 (1-89)

D. BROWN SEP - 1 1995

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CLEARWATER MANAGEMENT CORPORATION

FIRST: The corporate name that satisfies the requirements of Section 607.0401 is:

CLEARWATER MANAGEMENT CORPORATION

SECOND: The address of the principal office, if known, and the mailing address of the corporation is: 7156 Havershire Cove, Germantown, TN 38138.

THIRD: The number of shares the corporation is authorized to issue is: 20,000,000 (twenty million).

FOURTH: Provisions granting preemptive rights are: The shareholders shall have no preemptive rights to acquire unissued shares.

FIFTH: Provisions for the regulation of the internal affairs of the corporation are: Personal liability of directors to the corporation and shareholders shall be limited to the extent permitted under the Florida Business Corporation Act.

SIXTH: The street address of the initial registered office of the corporation is c/o C T CORPORATION SYSTEM, 1200 South Pine Island Road, City of Plantation, Florida 33324, and the name of its initial registered agent at such address is C T CORPORATION SYSTEM.

SEVENTH: The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
A. E. Diamond	906 Olive St, St Louis MO 63101
K. M. Odum	906 Olive St, St Louis MO 63101
K. M. Rheinecker	906 Olive St, St Louis MO 63101

The undersigned have executed these Articles of Incorporation this 31st day of August, 1995.

A. E. Diamond
A. E. Diamond, Incorporator

K. M. Odum
K. M. Odum, Incorporator

K. M. Rheinecker
K. M. Rheinecker, Incorporator

Acceptance by the registered agent as required in section 607.0501 (3) F.S.: C T CORPORATION SYSTEM is familiar with and accepts the obligations provided for in section 607.0505.

Dated: August 31, 1995

C T CORPORATION SYSTEM

By: Bonnie L. Harmon
Bonnie L. Harmon, Asst. Secy.
95
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STATE OF FLORIDA

EAST NASHVILLE OFFICE
CRESCENT CENTER
SUITE 650
6075 POPLAR AVENUE
MEMPHIS, TENNESSEE 38119-4721

DOWNTOWN MEMPHIS OFFICE
SUITE 600
50 NORTH FRONT STREET
MEMPHIS, TENNESSEE 38103-1195
FAX (901) 526-6721
TELEPHONE (901) 526-6400

WRITERS DIRECT DIAL

MCDONNELL DYER

A PROFESSIONAL LIMITED COMPANY
ATTORNEYS AT LAW

CRESCENT CENTER
SUITE 650
P. O. BOX 775000
MEMPHIS, TENNESSEE 38177-5000
FAX (901) 537-1010
(901) 537-1000

NASHVILLE OFFICE
SUITE 200
30 BURTON HILLS BOULEVARD
NASHVILLE, TENNESSEE 37215
FAX (615) 665-1803
TELEPHONE (615) 665-1150

KNOXVILLE OFFICE
SUITE 240
620 MARKET STREET
KNOXVILLE, TENNESSEE 37902
FAX (615) 525-3507
TELEPHONE (615) 523-3672

September 13, 1995

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

100001588541
-09/19/95--01095--002
*****35.00 *****35.00

Re: Clearwater Management Corporation

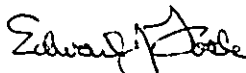
Dear Sir or Madam:

Articles of Incorporation for the captioned corporation were filed in your office on September 1, 1995, and assigned Document Number P95000067862.

I am enclosing herewith Articles of Amendment to the aforescribed Articles of Incorporation. I have also enclosed our check in the amount of \$35.00 to cover the required filing fee.

I have enclosed a duplicate copy and would appreciate an acknowledgment of this filing being returned to me in the enclosed, self-addressed envelope.

Very truly yours,


Edward J. Foster

EJF/lcv

Enclosures

cc: Mr. David Hurt

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95 SEP 19 AM 7:56
TALLAHASSEE, FLORIDA

Amend

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
CLEARWATER MANAGEMENT CORPORATION**

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CLERK OF THE
CITY OF TAMPA FLORIDA

Pursuant to the provisions of Fla. Stat. 607.1006, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Clearwater Management Corporation.
2. The text of the amendment is as follows:

The fourth paragraph of the Articles of Incorporation shall be deleted and the following substituted in place thereof:

FOURTH: The holders of the common shares of the corporation shall have preemptive rights to purchase any shares hereafter issued, provided, however, no such preemptive rights shall exist with respect to shares issued as compensation to employees, shares issued to satisfy conversion or option rights granted by the Corporation, or shares issued in connection with any public offering of the shares of the Corporation.

3. The amendment was adopted by a duly authorized resolution evidenced by a unanimous written consent of the stockholders and Board of Directors effective as of September 11, 1995.
4. The number of votes cast for the amendment by the shareholders was sufficient for its approval.

September 13, 1995
Signature Date

Clearwater Management Corporation

President
Signer's Capacity


Signature

Donald A. Sauters
Name (typed or printed)