

P96 000001734

SANDERS, McEWAN, MARTINEZ, LUFF & DUKES, P.A.

ATTORNEYS AT LAW

108 EAST CENTRAL BOULEVARD

POST OFFICE BOX 753

ORLANDO, FLORIDA 32808-0753

WILSON BANK (813) 111-1951

TELEPHONE (407) 423-8671

FAX (407) 423-8637

O. B. McEWAN
JOHN B. McEWAN II
RAFAEL E. MARTINEZ
H. DAVID LUFF
THOMAS E. DUKES, III
WILLIAM E. RUFFIER
PIERRE J. BEACORD
JEFFREY B. BADOLEY
CAROLYN L. KUNZ
STEPHANIE A. CUNNINGHAM

December 29, 1995

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

000001675530
-01/02/96--01074--005
***122.50 ***122.50

Re: The Loop
File No.: 1276-01

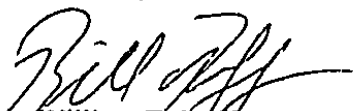
Gentlemen:

Please find enclosed an original and one copy of the Articles of Incorporation for the above referenced corporation.

Also enclosed is our firm's check in the amount of \$122.50 which represents filing fees. Please file the Articles of Incorporation and return a certified copy to our office.

Should you have any questions, please do not hesitate to contact me.

Sincerely,


William E. Ruffier

WER:jlc
Enclosures (a/s)

FILED
96 JAN -2 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Power
8-96*

ARTICLES OF INCORPORATION

OF

C.I.G. of Tallahassee, Inc..

FILED
96 JAN -2 AM 9 57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, makes, subscribes and acknowledges the following Articles of Incorporation under the laws of the State of Florida.

ARTICLE I.

The name of the corporation shall be:

C.I.G. of Tallahassee, Inc.

ARTICLE II.

The corporation shall have perpetual existence.

ARTICLE III.

The general nature of the business to be transacted by this corporation shall be:

(a) To engage in every phase and aspect of business that a corporation under the laws of the State of Florida, is authorized to render.

(b) To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and personal property necessary for the operation of such corporation.

(c) To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this corporation enumerated in these Articles of Incorporation, or any

amendment thereof, necessary or incidental to the protection and benefit of this corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objects of this corporation.

(d) It is intended that this corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended.

ARTICLE IV.

The aggregate number of shares which the corporation shall have authority to issue shall be 100 shares of voting common stock of the par value of \$1.00 per share, which shall be designated "Common Stock".

ARTICLE V.

The principal place of business of the corporation shall be:

1355 Market Street
A-11
Tallahassee, Florida 32312

The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit. The incorporator of the corporation shall be:

Raymond L. Huston
1355 Market Street
A-11
Tallahassee, Florida 32312

ARTICLE VI.

The initial Registered Agent of the corporation at the registered address of shall be:

William E. Ruffier, Esquire
Sanders, McEwan, Martinez, Luff & Dukes, P.A.
108 E. Central Blvd.
Orlando, Florida 32801

ARTICLE VII.

The corporation shall have two (2) Directors initially. The number of Directors may be increased or decreased from time to time by the By-Laws adopted by the shareholders, but shall never be less than one (1). The shareholders shall have the right and power at any regular meeting or at any special meeting called for such purpose to remove any director of the corporation with or without cause.

ARTICLE VIII.

The names and addresses of the members of the initial Board of Directors who shall hold office until their successors are elected and have qualified, are as follows:

James H Childers
5200 San Jose Blvd., #4
Jacksonville, FL 32207

Raymond L. Huston
609 W. Tennessee Street
Tallahassee, Florida 32304

ARTICLE IX.

The names of the initial officers of the corporation are as follows:

Chief Executive Officer	:	James H. Childers
President/Vice President	:	Raymond L. Huston
Secretary	:	Marilyn Childers
Treasurer	:	Jennifer C. Huston

ARTICLE X.

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE XI.

No shareholder of this corporation may sell or transfer his shares of stock therein except to another individual who is eligible to be a shareholder of this corporation.

ARTICLE XII.

The corporation shall have all the powers and authority now or hereafter granted or permitted by law with respect to indemnification of directors, officers, employees, and agents, including former directors, officers, employees and agents.

ARTICLE XIII.

The corporation elects to have preemptive rights, as provided by the Florida Business Corporation Act. Each shareholder of the corporation shall have the right to purchase,

subscribe for, or receive a right or rights to purchase or subscribe for, at the price at which it is offered to others, a pro rata portion of:

(1) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or property or leases thereof; or

(2) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE XIV.

The directors of this corporation shall have the sole power to establish, enact, alter or repeal By-Laws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such By-Laws. In addition such By-Laws may include, by unanimous decision of all the shareholders, any regulatory or restrictive provisions regarding the sale, transfer, or other disposition of any of the outstanding shares of stock of

this corporation by any of its shareholders, or in the event of the death of any of its shareholders.

ARTICLE XV.

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this corporation shall have all and singular the following powers:

(a) To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

(b) At its option, to purchase and acquire any or all of its shares owned and held by any such shareholder as should desire to sell, transfer, or otherwise dispose of his shares, or any or all of its shares owned and held by a shareholder who dies, all in accordance with the By-Laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided however, the capital of this corporation cannot be impaired thereby.

(c) To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, or (6) other retirement or incentive compensation plan.

ARTICLE XVI.

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XVII.

The mailing address for correspondence purposes of the corporation shall be:

Sanders, McEwan, Martinez, Luff & Dukes, P.A.
108 E. Central Blvd.
Orlando, Florida 32801

ARTICLE XVIII

The shares of stock shall be distributed as follows:

JAMES H CHILDERS	65 Shares
RAYMOND L. HUSTON	35 Shares

FILED
56 JAN -2 PM 6:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the subscriber affixed his signature this 6th day of December, 1995.

[Signature]
RAYMOND L. HUSTON / Registered Agent
I accept duties as Registered Agent.

STATE OF FLORIDA
COUNTY OF LEON

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 RAYMOND L. HUSTON, who is either personally known to me or who provided his Florida driver's license, No. _____, as identification, and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 6th day of December, 1995.



KAREN L. CUSHING
MY COMMISSION # 00422143 EXPIRES
November 21, 1999
BONDED THROUGH TROY FAIR INSURANCE, INC.

[Signature]
NOTARY PUBLIC - State of Florida
Commission No.: 00422140
My Commission Expires: 11-21-98