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OFFICE OF  
DAVID R. THOMAS

P.O. Box 663  
DeFuniak Springs, Florida 32433  
(904) 892-0700

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FILED

November 14, 1995

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-11/15/95--01102--012  
\*\*\*\*122.50 \*\*\*\*122.50

Florida Dept. of State  
Division of Corporation  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Howell Management Enterprises, Inc.


Dear Sir:

Please find enclosed herewith the original and one copy of the Articles of Incorporation of Howell Management Enterprises, Inc. for filing with the State of Florida.

Also, please find enclosed herewith my check in the amount of \$122.50 to cover the cost of filing said Articles of Incorporation.

Thank you for your assistance in this matter.

Yours truly,

  
DAVID R. THOMAS, ESQ.  
DRT/pt

enclosures

W95-22757

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Pat Thrasher GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT BO. + Incorp Address  
DATE 1-18-96  
DOC. EXAM ALL

1-18-96  
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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

November 17, 1995

DAVID R. THOMAS, ESQ.  
P.O. BOX 663  
DEFUNIAK SPRINGS, FL 32433

SUBJECT: HOWELL MANAGEMENT ENTERPRISES, INC.  
Ref. Number: W95000022757

We have received your document for HOWELL MANAGEMENT ENTERPRISES, 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):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The designation of the registered agent must be at a Florida street address.

You must list at least one incorporator with a complete business street address.

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) 487-6927.

Kathy Hyman  
Document Specialist

Letter Number: 195A00050976

**ARTICLES OF INCORPORATION**  
**OF**

**HOWELL MANAGEMENT ENTERPRISES, INC.**

The undersigned subscriber of these Articles of Incorporation, is a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of this corporation is:

**HOWELL MANAGEMENT ENTERPRISES, INC.**

**ARTICLE II - DURATION**

This corporation is to exist perpetually.

**ARTICLE III - PURPOSE**

This corporation is organized to transact any and/or all business for which the Corporation may be incorporated pursuant to Chapter 607, Florida Statutes, and/or any other applicable laws of the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

This Corporation is authorized to issue 1000 shares of common stock at \$10.00 each par value.

**ARTICLE V - PRE-EMPTIVE 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/she already holds, shall have the right to purchase his/her pro-rata share thereof at the price for which it is offered to others.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is, 67 Monroe Street, DeFuniak Springs, FL 32433 and the initial registered agent of this Corporation is HAROLD HOWELL. The principal corporate address is 67 Monroe Street, 67 Monroe Street, DeFuniak Springs, FL, 32433.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS/INCORPORATORS**

This Corporation shall have one (1) director initially. The number of directors may be increased from time to time by the By-Laws of this Corporation. The name and address of the initial director, who is also the incorporator of this Corporation, is:

HAROLD HOWELL  
67 Monroe Street  
DeFuniak Springs, FL 32433

**ARTICLE VIII - INITIAL OFFICERS**

The name of the initial officer who shall serve until his successor (s) is/are chosen by a majority vote of the Directors is: HAROLD HOWELL. Harold Howell shall serve as the initial President, Vice-President, Secretary and Treasurer of this Corporation.

**ARTICLE IX - INDEMNIFICATION**

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

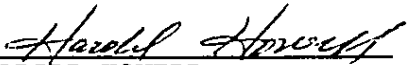
**ARTICLE X - AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE XI - SECTION 1244 STOCK**

This corporation shall issue stock in accordance with Section 1244 of the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 13<sup>th</sup> day of November, 1995.

  
HAROLD HOWELL  
INCORPORATOR

STATE OF FLORIDA  
COUNTY OF WALTON

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County as set forth above, personally appeared, HAROLD HOWELL, who produced his Florida Drivers license as identification, who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, on this the 13<sup>th</sup> day of November, 1995.

My Commission Expires

Commission #



Patricia Ann Thrasher  
Notary Public

**CERTIFICATE DESIGNATING RESIDENT AGENT**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

The **HOWELL MANAGEMENT ENTERPRISES, INC.**, desiring to organize under the laws of the State of Florida as a Florida Corporation for profit, with its principal office as indicated in the Certificate of Incorporation, at 67 Monroe Street in the City of DeFuniak Springs, County of Walton, State of Florida, has named HAROLD HOWELL, at 67 Monroe Street, DeFuniak Springs, Florida 32433, as its agent to accept service of process within this State.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Harold Howell  
HAROLD HOWELL  
REGISTERED AGENT

SWORN TO AND SUBSCRIBED BEFORE ME, this the 13<sup>th</sup> day of November, 1995.

My Commission Expires



Patricia Ann Thrasher  
Notary Public