

1201 HAYS STREET  
TALLAHASSEE, FL 32301

800-342-8086

904-222-0101  
904-222-0101 FAX



networks

PRIESTER, HILL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 013040 010300

AUTHORIZATION :

BRIDGE 1898588  
-01/22/96--01009--007  
\*\*\*\*157.50 \*\*\*\*122.50

COST LIMIT : \$ PPD

ORDER DATE : January 19, 1996

ORDER TIME : 3:02 PM

ORDER NO. : 013040

CUSTOMER NO: 010300

CUSTOMER: Ms. Kathryn S. Prosser  
BUSCHMAN AHERN AND PERSONS

P. O. Box 50006

Jacksonville Bk, FL 32240-0006

DOMESTIC FILING

Marjorie

NAME: FRED ADAMS, INC.

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Prezeau

EXAMINER'S INITIALS: \_\_\_\_\_

~~WAB-11-24~~

Full  
2nd

RECEIVED  
96 JAN 19 PM 4:16  
DIVISION OF CORPORATION 96  
FILED  
JAN 25 PM 12:57  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

T. BROWN JAN 25 1996



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 22, 1996

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: FRED ADAMS, INC.  
Ref. Number: W96000001624

We have received your document for FRED ADAMS, INC. and your check(s) totalling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

When a corporation files a Voluntary Dissolution it can not release the corporate name by affidavit to itself. The corporation has to wait the 120 days.

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) 487-6932.

Teresa Brown  
Corporate Specialist

Letter Number: 996A00002728

**ARTICLES OF INCORPORATION  
OF  
MARJORIE ADAMS, INC.**

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96 FILED  
JUN 25 PM 12:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I:** The name of this corporation is **MARJORIE ADAMS, INC.**

**ARTICLE II:** This corporation shall have perpetual existence.

**ARTICLE III:** This corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States or the State of Florida.

**ARTICLE IV:** The maximum number and class of shares of capital stock which this corporation is authorized to have outstanding is one hundred shares of common capital stock with a par value of One Dollar (\$1.00) per share.

**ARTICLE V:** The initial principal office of this corporation shall be at 218 Beach Boulevard, #3, Jacksonville Beach, Florida 32250, and the name of the corporation's initial registered agent is FRED L. AHERN, JR., at 2215 South Third Street, Suite 101, Jacksonville Beach, Florida 32250.

**ARTICLE VI:** Initially, this corporation shall have one (1) member on the Board of Directors, and the corporation shall have the authority to operate with not less than one member on the Board of Directors. The following is the name and address of the initial member of the Board of Directors:

MARJORIE M. ADAMS  
218 Beach Boulevard, #3  
Jacksonville Beach, Florida 32250

**ARTICLE VII:** The name and street address of the person signing these Articles of Incorporation as a subscriber are as follows:

FRED L. AHERN, JR.  
2215 South Third Street, Suite 101  
Jacksonville Beach, Florida 32202

**ARTICLE VIII:** The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

**ARTICLE IX:** The Directors of this corporation shall take action by written consent, as provided by law.

**ARTICLE X:** The Board of Directors is authorized, with the

approval of the shareholders, to issue "Section 1244 Stock" as defined by Section 1244 of the Internal Revenue Code as the same may be amended from time-to-time.

**ARTICLE XI:** The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon unless all of the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, being the original subscriber hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Florida, does make, subscribe, acknowledge and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly, has hereunto set his hand and seal this 24<sup>th</sup> day of January, 1996.

  
FRED L. AHERN, JR.

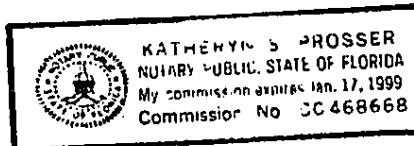
(SEAL)

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me by FRED L. AHERN, JR., who is personally known to me and acknowledged to and before me that he signed the foregoing Articles of Incorporation freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal in the County and State aforesaid, this 24<sup>th</sup> day of January, 1996.

NOTARY PUBLIC



(6)

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED  
AND ACCEPTANCE AND ACKNOWLEDGMENT

IN COMPLIANCE WITH SECTION 48-091, FLORIDA  
STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST, that MARJORIE ADAMS, INC., desiring to organize or qualify under the Laws of the State of Florida as a corporation, with its principal place of business at 218 Beach Boulevard, #8, Jacksonville Beach, Florida 32250, County of Duval, State of Florida, as indicated in the Articles of Incorporation, has named FRED L. AHERN, JR., located at 2215 South Third Street, Suite 101, Jacksonville Beach, Florida 32250, as its agent to accept service of process within the State of Florida.

Dated January 22, 1996

  
FRED L. AHERN, JR.

ACKNOWLEDGMENT

Having been named to accept service of process for the above named corporation at the place designated in the Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes and acts relative to keeping open said office and with all provisions of all statutes and acts relative to the proper and complete performance of my duties.

Dated January 24, 1996

  
FRED L. AHERN, JR.

**BUSCHMAN, AHERN, PERSONS & BARKSTON**

Attorneys at Law  
2215 South Third Street, Suite 101  
Post Office Box 50006  
Jacksonville Beach, Florida 32240  
Telephone (904) 246-9994  
Telecopier (904) 246-6680

February 20, 1996

P96000007880

To: Sharon Tala  
Secretary of State

Re: Marjorie Adams, Inc./Fred Adams, Inc.

Enc: Original and one copy of Articles of Amendment.

Bobbie asked that I Federal Express these Articles directly to you, and request that you issue the name change as of February 9, 1996, fax me acknowledgment of that change, and return the certified copy to me by regular mail.

Thanks for your help!

By Kathy  
Kathy Prosser  
Legal Assistant

96 FEB -9 AM 8:42  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED

Due to  
clerical error  
name change filed at  
no charge.  
2/22

backdated  
amend. to date  
originally received.  
gave CC at no charge.

ST  
2/22

**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
MARJORIE ADAMS, INC.**

1. Article I of the Articles of Incorporation of MARJORIE ADAMS, INC., is amended to read as follows:

**ARTICLE I:**

**The name of this corporation is FRED ADAMS, INC.**

2. The foregoing amendment has been consented to by the stockholders of this corporation by written consent attached hereto and by this reference made a part hereof.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Amendment this 6 day of February, 1996.

*Marjorie Adams*  
MARJORIE ADAMS, President

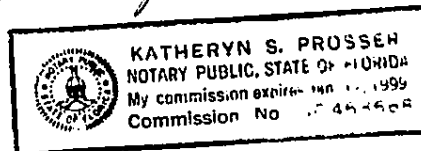
ATTEST: *Marjorie Adams*  
MARJORIE ADAMS, Secretary

STATE OF FLORIDA  
COUNTY OF DUVAL

I hereby certify that on this day appeared before me, an officer duly authorized to administer oaths and take acknowledgments, MARJORIE ADAMS, who is personally known to me.

WITNESS my hand and official seal in the County and State aforesaid, this 6 day of February, 1996.

*Kathryn S. Prussen*



FILED  
6 FEB 1996  
MARJORIE ADAMS, INC.  
STATE OF FLORIDA

CONSENT BY SHAREHOLDERS  
TO AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
MARJORIE ADAMS, INC.

We, the undersigned, being all of the Shareholders of MARJORIE ADAMS, INC., do hereby consent to the Amendment of the Articles of Incorporation of MARJORIE ADAMS, INC., whereby ARTICLE I is amended so as to change the name of the corporation to Fred Adams, Inc.

Dated this 16 day of February, 1996.

Shareholder:

Marjorie Adams  
MARJORIE ADAMS

FILED  
96 FEB -9 AM 8:42  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA