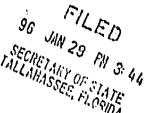


# JAN 2 6 1996

ARTICLES OF INCORPORATION

OF

FORD BROWN, INCORPORATED



The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be:

Ford Brown, Incorporated

ARTICLE II PRINCIPAL OFFICE

The principal place of business or mailing address of this corporation shall be:

114 Canal Street, Suite A New Smyrna Beach, FL 32168

## ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares consisting of (100) voting common shares having a par value of \$1.00 per share, and (9,900) nonvoting common shares having a par value of \$1.00 per share, with the consideration to be paid for each share to be in cash, property or services actually performed, as may be fixed by the Board of Directors. Each class of shares shall be identical in all respects, except that the nonvoting shares shall carry no right to vote for the election of Directors of the corporation, and no right to vote on any matter presented to the Shareholders for their vote or approval, except only as the laws of the State of Florida require that voting rights be granted to such nonvoting shares.

## ARTICLE IV TERM OF EXISTENCE

This corporation shall commence January 26, 1996, and shall have perpetual existence.

## ARTICLE V NUMBER OF DIRECTORS

This corporation shall have one Director initially. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the Bylaws of this corporation. The Director, as such, shall receive such compensation for her services, if any, as may be set by the Board of Directors at an annual or special meeting. The Director may authorize and require the payment of the reasonable expenses incurred by the Director in attending meetings of the Directors. Nothing in this Article shall be construed to preclude the Director from serving the corporation in any other capacity and receiving compensation therefor.

### ARTICLE VI DIRECTORS

The name and address of the initial Director of this corporation, who shall hold office the first year of the corporation's existence or until her successors are elected, are:

<u>Name</u>

Address

Frances R. Ford

Post Office Box 425 New Smyrna Beach, FL 32170

### ARTICLE VII OFFICERS

The name and address of the initial Officer of this corporation, who shall hold office the first year of the corporation's existence or until her successors are elected, are:

#### Name and Address

Office

Teresa Ford Cobean 1022 Clubhouse Blvd. New Smyrna Beach, FL 32168

President, Secretary and Treasurer

## ARTICLE VIII INCORPORATOR

The name and street address of the incorporator signing these articles are:

#### <u>Name</u>

## Address

L. A. Gornto, Jr., Esq.

149-F S. Ridgewood Avenue Daytona Beach, FL 32114

## ARTICLE IX AMENDMENT TO ARTICLES

These 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 issued and entitled to be voted, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. Any right conferred by these Articles of Incorporation upon the Shareholders is subject to this reservation.

## ARTICLE X BYLAWS

The power to adopt, alter, amend or repeal Bylaws of this corporation shall be vested in the Board of Directors.

## ARTICLE XI INDEMNIFICATION

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

The undersigned incorporator has executed these Articles of Incorporation this 26th day of January, 1996.

L. A. Gornto, J.

STATE OF FLORIDA

COUNTY OF VOLUSIA

The foregoing Articles of Incorporation was acknowledged before me this 26th day of January, 1996, by L. A. Gornto, Jr., who is personally known to me and who did not take an oath.

Notary Public

State of Florida at Large My Commission Expires:

## CERTIFICATE OF DESIGNATION

## REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0505, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

- The name of the corporation is:
   Ford Brown, Incorporated
- The name and address of the registered agent and office is:

L. A. Gornto, Jr. 149-F S. Ridgewood Avenue Daytona Beach, FL 32114

SIGNATURE

A. Gornto, Jr., Incorporator

DATE: January 26, 1996

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.

SIGNATURE

A. Gornto,

DATE: January 26, 1996