

**P96000014247**

**WELLS, ALLEN, LANG & MORRISON, P. A.**

**ATTORNEYS AT LAW**

**340 NORTH ORANGE AVENUE  
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**February 14, 1996**

**VIA FEDERAL EXPRESS**

**Mr. John Hall  
Halls Delivery Service  
464 Freddie Martin Drive  
Tallahassee, FL 32301**

**900001715629  
-02/15/96--01020--023  
\*\*\*\*122.50 \*\*\*\*122.50**

**Re: Magnolia Robinson Management, Inc.**

**Dear John:**

**Enclosed please find original and one copy of Articles of Incorporation for the above corporation .**

**Also enclosed is check in the amount of \$122.50 representing \$35.00 filing fee, \$52.50 for a certified copy and \$35.00 for registered agent fee for the corporation.**

**Please file with the Secretary of State's office, wait for the certified copies and return all of them to us by Federal Express (airbill enclosed).**

**If you have any questions, please feel free to call.**

**Very truly yours,**

***Bohly*  
Barbara J. Coad, PLS  
Secretary to Thomas R. Allen**

**FILED  
96 FEB 15 AM 11:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**Enclosures**

**08/4589.1/4307/27496**

**Call John Hall  
when done! Thank you**

**681-0619**

**BROWN FEB 15 1996**

**ARTICLES OF INCORPORATION  
OF  
MAGNOLIA ROBINSON MANAGEMENT, INC.**

**FILED**  
96 FEB 15 AM 11:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I  
NAME**

The name of this corporation is MAGNOLIA ROBINSON MANAGEMENT, INC.

**ARTICLE II  
DURATION**

This corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually unless dissolved by operation of law.

**ARTICLE III  
GENERAL PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be from time to time amended.

**ARTICLE IV  
CAPITAL STOCK**

This corporation is authorized to issue one thousand (1,000) shares of capital stock, which shall be designated Common Shares with no par value. The directors of the corporation are authorized and empowered to issue the capital stock of the corporation as they in their discretion shall determine.

**ARTICLE V  
NO PREEMPTIVE RIGHTS**

The preemptive right to purchase additional shares or any other securities of this corporation is expressly denied to all shareholders of all classes.

**ARTICLE VI**  
**PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE AND AGENT**

The street address of the principal office and initial registered office of the corporation is 340 North Orange Avenue, Orlando, Florida 32801 and the name of the initial registered agent of this corporation at that address is Thomas R. Allen.

**ARTICLE VII**  
**INITIAL BOARD OF DIRECTORS**

- A. This corporation shall have one (1) director initially.
- B. The number of directors of this corporation may be increased or decreased from time to time pursuant to By-Laws adopted by the shareholders, but shall never be less than one (1).
- C. The name and address of the initial member of the Board of Directors who shall hold office until his successor is duly elected and have qualified is:

Thomas R. Allen

340 N. Orange Avenue  
Orlando, FL 32801

**ARTICLE VIII**  
**INCORPORATORS**

The name and address of the Incorporator of this corporation is:

Thomas R. Allen

340 N. Orange Avenue  
Orlando, FL 32801

**ARTICLE IX**  
**BY-LAWS**

The power to adopt, alter or repeal by-laws shall be vested in the Board of Directors.

**ARTICLE X**  
**INDEMNIFICATION**

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the Florida Business Corporation Act.

**ARTICLE XI  
AMENDMENTS**

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles at Orlando, Florida, this 14th day of February, 1996.

  
Thomas R. Allen

STATE OF FLORIDA     )  
COUNTY OF ORANGE    )

The foregoing instrument was acknowledged before me this 14th day of February, 1996, by Thomas R. Allen, who is personally known or who produced \_\_\_\_\_ (type of identification) as identification.

BARBARA J. COAD  
Notary Public, State of Florida  
My Comm. Expires April 23, 1999  
Comm. No. CC454335

  
NOTARY PUBLIC

Barbara J. Coad  
Print Name  
My Commission Expires:  
Commission Number:

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent for the above stated corporation at the place designated in the Articles of Incorporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

REGISTERED AGENT:

  
Thomas R. Allen

**FILED**  
96 FEB 15 AM 11:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA