

*Susan Slagle*

ATTORNEY AT LAW  
*Professional Association*

P96000023043

TAXATION  
CORPORATION AND BUSINESS LAW  
WILLS, ESTATES AND ESTATE PLANNING

February 26, 1996

Secretary of State  
Corporations Division  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: CLAY HOLDINGS, INC.

100001738851  
-03/11/96--01061--017  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir:

Please find enclosed the original Articles of Incorporation of **CLAY HOLDINGS, INC.**, together with a check in the amount of \$70.00 for filing the Articles of Incorporation and to designate registered agent.

If you have any questions in this regard, please do not hesitate to contact me.

Sincerely yours,

*Susan Slagle*

SS:aph  
Enclosure

FILED  
96 MAR 11 AM 10:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dmc  
3-14-96

1190 Belfort Road, Suite 240  
Jacksonville, Florida 32216

TEL: (904) 296-7726  
Fax: (904) 296-8562 • slagle\_pa@aol.com

**ARTICLES OF INCORPORATION  
OF  
CLAY HOLDINGS, INC.**

**FILED**  
96 MAR 11 AM 10:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

**ARTICLE I**

**NAME AND BUSINESS ADDRESS**

**Section 1.1. Name.** The name of the corporation is **CLAY HOLDINGS, INC.** The business address of the corporation is 4190 Belfort Road, Suite 240, Jacksonville, Florida, 32216.

**ARTICLE II**

**DURATION**

**Section 2.1. Duration.** This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five (5) days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

**ARTICLE III**

**PURPOSES**

**Section 3.1. Purposes.** This corporation is organized for the purpose of transacting any or all lawful business permitted under the Laws of the United States and of the State of Florida.

## **ARTICLE IV**

### **CAPITAL STOCK**

**Section 4.1. Authorized Capital.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$.10 per share.

**Section 4.2. Restrictions on Transfer of Stock.** The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

## **ARTICLE V**

### **INITIAL REGISTERED OFFICE AND AGENT**

**Section 5.1. Name and Address.** The street address of the initial registered office of this corporation is 4190 Belfort Road, Suite 240, Jacksonville, Florida 32216, and the name of the initial registered agent of this corporation at that address is **SUSAN SLAGLE**.

## **ARTICLE VI**

### **DIRECTORS**

**Section 6.1. Number.** This corporation shall have one director initially. The number of directors may be increased from time to time by the bylaws, but shall never be less than one.

**Section 6.2. Initial Director.** The name and street address of the member of the first board of directors of the corporation is:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Susan Slagle	4190 Belfort Road, Suite 240 Jacksonville, FL 32216

**Section 6.3. Compensation.** The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors,

and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

**Section 6.4. Indemnification.** The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

## **ARTICLE VII**

### **BYLAWS**

**Section 7.1. Bylaws.** The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

## **ARTICLE VIII**

### **INCORPORATOR**

**Section 8.1. Name and Address.** The name and street address of the incorporator of this corporation is:

Susan Slagle, Attorney at Law  
4190 Belfort Road, Suite 240  
Jacksonville, Florida 32216

## **ARTICLE IX**

### **AMENDMENT**

**Section 9.1. Amendment.** This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

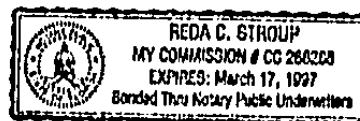
IN WITNESS WHEREOF, the Incorporator has executed these Articles the 1<sup>st</sup> day  
of March, 1996.

*Susan Slagle*  
SUSAN SLAGLE

**STATE OF FLORIDA  
COUNTY OF DUVAL**

The foregoing instrument was acknowledged before me this 1<sup>st</sup> day of March,  
1996, by SUSAN SLAGLE ( ) who is personally known to me or (✓) has produced  
appropriate identification.

*Reda C. Stroup*  
Notary Public, State of Florida



FILED

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND  
REGISTERED AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

96 MAR 11 AM 10:16

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Florida Statute Sections 48.091 and 607.034, the following is submitted:

**CLAY HOLDINGS, INC.**, desiring to organize or qualify under the laws of the State of Florida, hereby designates **SUSAN SLAGLE** as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 4190 Belfort Road, Suite 240, Jacksonville, Florida 32216.

  
SUSAN SLAGLE

DATED: 3/1/96

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.

  
SUSAN SLAGLE

DATED: 3/1/96