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WEBB, O'QUINN & MURPHREE
PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

PHILIP A. WEBB, III
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CLYDE E. MURPHREE
PAMELA D. LYNDE
Certified Mediator

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March 28, 1996

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RECEIVED DATE
March 28, 1996

RE: New Corporations:
KMK VENTURES, INC. and
PAMSHAR CORPORATION

100001765051
-04/01/96--01082--011
***122.50 ***122.50

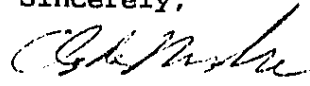
Gentlemen:

Enclosed find Articles of Incorporation for KMK Ventures, Inc., along with reservation #R96000001055 for that corporate name and a check in the amount of \$122.50 for the filing and certification of same.

Also enclosed find Articles of Incorporation for PARSHAR Corporation and a check in the amount of \$122.50 for the filing and certification of same.

Please return both certificates to this address. If you have any questions, please do not hesitate to give me a call. Thank you for your assistance.

Sincerely,



Clyde E. Murphree

CEM/ck
Enclosures

SEARCHED
SERIALIZED
INDEXED
FILED
MAR 29 1996
FBI - JACKSONVILLE

GB4/5/96

ARTICLES OF INCORPORATION
OF
PAMSHAR CORPORATION

96 APR -1 1996

The undersigned does hereby associate for the purpose of becoming a corporation for profit under the laws of the State of Florida, and does hereby certify that the following Articles of Incorporation have been adopted:

EFFECTIVE DATE
March 28, 1996

ARTICLE I

The name of the corporation is PAMSHAR CORPORATION.

ARTICLE II

This corporation shall have perpetual existence and its existence shall commence on the date which these articles are subscribed and acknowledged.

ARTICLE III

This corporation is organized to engage in any and all lawful activity or business.

ARTICLE IV

The maximum number of shares of common stock that this corporation is authorized to issue and to have outstanding at any time is 20 shares, having a par value of One Dollar (\$1.00) per share. All common stock shall be fully paid and nonassessable.

ARTICLE V

Every shareholder, upon the sale for cash of any new shares of stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata shares thereof (as nearly as may be done without issuance of fractional shares), at the price at which is offered to others.

ARTICLE VI

The street address of the initial registered office, principal office and mailing address of this corporation is 201 E. Adams Street, Jacksonville, Florida 32202, and the name of the initial resident agent of this corporation at that address is CLYDE E. MURPHREE.

ARTICLE VII

This corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by majority vote of the shareholders, but shall never be less than one (1). The name and street/ mailing address of the first Board of Directors who, subject to the provisions of these Articles of the Incorporation, the By-laws of this corporation and the laws of the State of Florida, shall hold office until the first meeting of shareholders and until their successors have been elected and qualified, or until their earlier resignation, removal from office or death, is as follows:

<u>NAME</u>	<u>MAILING/STREET ADDRESS</u>
PAMELA S. SPOONER,	2564 Bottomridge Drive, Orange Park, FL 32065
SHARON F. HANSON,	1330 North Elk Circle, Orange Park, FL 32073

ARTICLE VIII

The name and street/mailling address of each incorporator and a statoment of the number of shares of stock which he agrees to subscribe, along with the value which he agrees to pay thereof is as follows:

<u>NAME</u>	<u>MAILING/STREET ADDRESS</u>	<u>NO.</u>	<u>VALUE</u>
PAMELA S. SPOONER	2564 Bottomridge Drive, Orange Park, FL 32065	11	11.00
SHARON F. HANSON	1330 North Elk Circle, Orange Park, FL 32073	9	9.00

The proceeds of the shares of stock subscribed for will be at least as much as the amount of the par value thereof.

ARTICLE IX

The officers of this corporation shall be a President, a Secretary, a Treasurer and such other officers, agents and factors as may be deemed necessary. All officers, agents and factors shall be chosen in such manner, hold their offices for such terms and have such powers and duties as may be prescribed by the by-laws or determined by the Board of Directors. Any two or more offices may be held by the same person.

ARTICLE X

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

ARTICLE XI

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter provided by law, and all rights conferred on shareholders herein are granted, subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal this 28th day of March, 1996, for the purpose of forming this corporation under the laws of the Secretary of Florida, these Articles of Incorporation, and certifies that the facts herein stated are true.

Pamela S. Spooner

STATE OF FLORIDA

COUNTY OF DUVAL

BEFORE ME, personally appeared Pamela S. Spooner, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes herein expressed.

WITNESS my hand and official seal this 28 day of March, 1996.

Gail M. Cook

Notary Public State of Florida
My Commission Expires:



Pursuant to Chapter 48.091, Florida Statutes, PAMSHAR CORPORATION, desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, at the City of Jacksonville, Florida, County of Duval, State of Florida, has named Clyde E. Murphree, located at 201 East Adams Street, Jacksonville, Florida 32202 as its resident agent to accept service of process within this state.

The undersigned 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 provision of said Act relative to keeping my office open.

Clyde E. Murphree
Clyde E. Murphree

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