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ACCOUNT NO. : 072100000032
REFERENCE : 980235 1299A
AUTHORIZATION :
COST LIMIT : \$ PREPAID

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN -7 PM 3:20

ORDER DATE : June 7, 1996

ORDER TIME : 12:43 PM

ORDER NO. : 980235

CUSTOMER NO: 1299A

CUSTOMER: Lawrence C. Schill, Esq
CLARK PARTINGTON HART LARRY
BOND STACKHOUSE & STONE
P.o. Box 13010

Pensacola, FL 32591

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-06/07/96--01071--023
****122.50 ****122.50

DOMESTIC FILING

NAME: KENDAL SOUTH, INC.

EFFECTIVE DATE:

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: Michelle Bailey

EXAMINER'S INITIALS:

MB
6/7/96

FILED
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DIVISION OF CORPORATIONS
96 JUN -7 PM 2:21

**ARTICLES OF INCORPORATION
OF
KENDAL SOUTH, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUN -7 PM 3:20

The undersigned incorporator, IVEN H. STRECKEL, a natural person competent to contract, hereby presents these Articles of Incorporation for the formation of a corporation under the provisions of Chapter 607, Florida Statutes.

ARTICLE I - NAME

The name of this corporation is KENDAL SOUTH, INC.

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of the corporation is 4252 Croydon Road, Pensacola, Florida 32514.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida and the laws of the United States.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of \$1.00 par value common stock.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - RESTRICTIONS ON TRANSFER OF STOCK

Unless waived by written agreement among this corporation and its shareholders, shares held by persons receiving shares in the initial issue of stock in this corporation may not be resold to other persons unless such shares are first offered to this

corporation, and, if not so purchased, then to the other shareholders at the price and terms identical to the proposed sale to a third person. The restrictions contained in this Article VI may be modified by a separate written agreement among the corporation and the shareholders receiving shares in the initial issuance of stock of the corporation.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation shall be 4252 Croydon Road, Pensacola, Florida 32514, and the name of the initial registered agent of this corporation at that address is Ivan H. Streckel.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws of the corporation, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

Iven H. Streckel
4252 Croydon Road
Pensacola, Florida 32514

Jennifer A. Streckel
4252 Croydon Road
Pensacola, Florida 32514

Kenneth F. Miller
S41 W22863 Sommer Hills Dr.
Waukesha, Wisconsin 53186

Bobby Jean Miller
341 W22863 Sommer Hills Dr.
Waukesha, Wisconsin 53186

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles are:

Iven H. Streckel
4252 Croydon Road
Pensacola, FL 32514

ARTICLE X - COMMENCEMENT OF CORPORATE EXISTENCE

The date for commencement of this corporation's existence shall be the date these Articles of Incorporation are filed with the Florida Secretary of State.

ARTICLE XI - AMENDMENT

This 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 shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 5 day of JUNE, 1996.

INCORPORATOR:

Iven H. Streckel
IVEN H. STRECKEL

REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of KENDAL SOUTH, INC. Further, I am familiar with and accept the duties and obligations of such designation.

Iven H. Streckel
IVEN H. STRECKEL

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TELEPHONE (904) 434-9800
FAX (904) 432-7340

ONE PENSACOLA PLAZA
180 WEST HOMANA STREET, SUITE 800
PENSACOLA, FLORIDA 32501

LAWRENCE C. GHILL

August 16, 1996

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

Re: Kendal South, Inc.
(Charter # P96000048951)

Dear Sir or Madam:

Please change your records to reflect that the principal street address of the above-referenced corporation has changed from 4252 Croydon Road, Pensacola, Florida 32514 to 3431 Maikai Drive, Pensacola, Florida 32526-2423. Thank you.

Yours truly,

Lisa A. Watson

LISA A. WATSON
Legal Assistant

lw

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