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June 4, 1996

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

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-06/11/96--01090--007  
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FILED  
96 JUN 10 - AM 10:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA


RE: ARTICLES OF INCORPORATION OF FIVE-FIFTHS, INC.

Dear Sir/Madam:

Please find enclosed an original and one (1) copy of the articles of incorporation for the above referenced corporation. We have also enclosed check number \_\_\_\_\_ in the amount of \$122.50 for the filing fee.

If there are any questions or concerns please contact our office at the letterhead address or telephone number.

Sincerely,

  
CHARLIE J. GILLETTE, JR.

CJGR/elj

Enclosures

6/12/96  
JB

**ARTICLES OF INCORPORATION**  
**OF**  
**FIVE-FIFTHS, INC.**

FILED  
96 JUN 10 AM 10:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation for profit under the laws of the State of Florida, hereby adopt the following Articles of Incorporation:

**ARTICLE I: NAME**

The name of the corporation is **FIVE-FIFTHS, Inc.**

**ARTICLE II: PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business including the pursuance of investment ventures.

**ARTICLE III: PRINCIPAL OFFICE**

The street address of the principal office is 6776 Gaspar Circle, Jacksonville, Florida 32211. The mailing address of Five-Fifths, Inc., is the same as the street address for the principal office.

**ARTICLE IV: INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 6776 Gaspar Circle, Jacksonville, Florida 32211, and the name of the initial registered agent of this corporation at the address is Jeffery O. Johnson.

**ARTICLE V: DURATION**

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are filed.

**ARTICLE VI: CAPITAL STOCK**

- (a) Authorized Shares. This corporation is authorized to issue five hundred shares of stock all of which will be of the same class. The par value shall be \$1.00 per share.
- (b) Preemptive Rights. Shareholders shall have no preemptive rights.
- (c) Capital Stock. The capital of the corporation shall be at least equal to the sum of

the aggregate par value of all issued shares having par value, plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

(d) Voting. Each share of common stock shall have equal and full voting powers and rights, and the holders of record thereof shall be entitled to one vote for each share so held. At all meetings of shareholders a majority in number of shares entitled to vote at such meetings, present either in person or represented by proxy, shall constitute a quorum.

(e) Corporate Liquidation and Dissolution. In the event of voluntary liquidation, dissolution or winding up of the corporation, the holders of record of the common stock shall be entitled to receive distribution, ratable, of the remaining assets of the corporation.

(f) Cumulative Voting. Cumulative voting shall not be permitted.

(g) 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 allowed by law.

(h) Transferability. The transferability of all issued and outstanding stock shall be governed by the applicable Florida Statutes.

#### ARTICLE VII: DIRECTORS

(a) Number. The corporation shall have five (5) directors initially. The number of directors may be decreased or increased from time to time by bylaws adopted by the shareholders.

(b) Initial Board of Directors. The name and address of the directors, until the first annual meeting of the shareholders, is as follows:

1.	<b>Rudolph F. Jamison</b>	<b>4625 Notter Avenue Jacksonville, Florida 32206</b>
2.	<b>Irvin B. Cohen</b>	<b>11050 Harts Road, #2008 Jacksonville, Florida 32208</b>
3.	<b>Jeffery O. Johnson</b>	<b>P.O. Box 12087 Jacksonville, Florida 32209</b>
4.	<b>Cassius Priestly</b>	<b>5876 Copper Creek Drive Jacksonville, Florida 32218</b>
5.	<b>Charles E. Jackson</b>	<b>8787 Southside Blvd., #2213 Jacksonville, FL 32256</b>

(c) 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.

(d) 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 VIII: BYLAWS

The initial bylaws of this corporation shall be adopted by the 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 IX: INCORPORATORS


The name and street address of the incorporator of this corporation is:

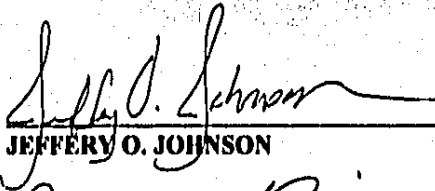
Rudolph F. Jamison	4625 Notter Avenue Jacksonville, Florida 32206
Irvin B. Cohen	11050 Harts Road, #2008 Jacksonville, Florida 32208
Jeffery O. Johnson	P.O. Box 12087 Jacksonville, Florida 32209
Cassius Priestly	5876 Copper Creek Drive Jacksonville, Florida 32218
Charles E. Jackson	8787 Southside Blvd., #2213 Jacksonville, FL 32256

IN WITNESS WHEREOF, I have made, signed and hereby acknowledge these

Articles of Incorporation as of this 9th day of May, 1996.

  
\_\_\_\_\_  
RUDOLPH F. JAMISON

  
\_\_\_\_\_  
IRVIN B. COHEN

  
JEFFERY O. JOHNSON

  
CASSIUS PRIESTLY

  
CHARLES E. JACKSON

**CERTIFICATE OF DESIGNATION**

**Registered Agent/Registered Office**

Pursuant to the provisions of Section 607.0501 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:

1. The name of the corporation is Five-Fifths, Inc.
2. The name of the Registered Agent is Jeffery O. Johnson. The street and mailing address of the Registered Office is 6776 Gasper Circle, Jacksonville, Florida 32211.

  
RUDOLPH E. JAMISON

  
IRVIN B. COHEN

  
JEFFERY O. JOHNSON


  
CASSIUS PRIESTLY

  
CHARLES E. JACKSON

**HAVING BEEN NAMED,** as Registered Agent for this Corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.

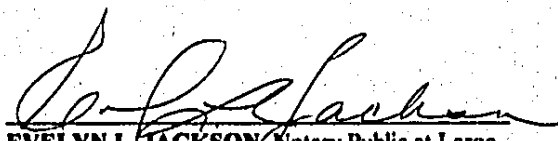
Dated on 9th day of May, 1996.

FILED  
96 JUN 10 AM 10:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

  
JEFFERY O. JOHNSON, Registered Agent

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me on this 9th day of May, 1996,  
by Jeffery O. Johnson.

  
EVELYN L. JACKSON, Notary Public at Large

