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FLORIDA DIVISION OF CORPORATIONS

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DEPARTMENT OF STATE

FROM: HAHONEY ADAMS & CRITER, P.A.

DEPARTMENT OF STATE  
STATE OF FLORIDA

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( ( (1196000000013) ) )

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: LUDEKING & ASSOCIATES, P.A.

FAX AUDIT NUMBER: 1196000008813

CURRENT STATUS: REQUESTED

DATE REQUESTED: 06/25/1996

TIME REQUESTED: 09:31:50

CERTIFIED COPIES: 0

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 5

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$70.00

ACCOUNT NUMBER: 076226003514

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TILLMAN, J. W.

56 JUN 25 11:10:45  
024,110:11

FROM

(TUE) 06:25 '96 52/ST. 09:45/NO. 3560402595 P 2/6

FILED  
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JUN 25 1996  
CLERK OF COURT  
JACKSONVILLE, FL

**Articles of Incorporation**

**of**

**LUDEKING & ASSOCIATES, P.A.**

The undersigned incorporator for the purpose of forming a professional corporation under the Professional Service Corporation and Limited Liability Company Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I**

**Name and Duration**

The name of this Corporation is Ludeking & Associates, P.A. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

**ARTICLE II**

**Principal Office**

The address of the principal office of the Corporation in the State of Florida is c/o Mahoney Adams & Criser, P.A., Post Office Box 4099, in the City of Jacksonville 32201.

**ARTICLE III**

**Registered Office and Agent**

The address of the registered office in the State of Florida is c/o Mahoney Adams & Criser, P.A., 50 North Laura Street, 3400 Barnett Center, in the City of Jacksonville, County of Duval. The name of the registered agent at such address is RAX CO.

Prepared by Kimberly N. Rhodes, Esq.  
Mahoney Adams & Criser, P.A.  
P. O. Box 4099  
Jacksonville, FL 32201  
(904) 354-1100  
Attorney No. 0986755

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# ARTICLE IV

## Corporate Purposes, Powers and Rights

The general purposes for which this Corporation is organized shall be:

1. To render professional accounting services to the general public, and to do all things in connection therewith that are customarily done by certified public accountants under the laws of the State of Florida.
2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Professional Service Corporation and Limited Liability Company Act.

# ARTICLE V

## Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is One Thousand (1,000) shares of Common Stock ("Common Stock") \$0.01 par value per share.

# ARTICLE VI

## Shareholder Restrictions

No one other than an individual who is duly licensed or legally authorized to render certified public accounting services in the State of Florida may own stock of this Corporation. No shareholder of this Corporation shall enter into a voting trust agreement or any other type agreement vesting another person with the authority to exercise the voting power of any or all of his stock. Any stockholder who becomes legally disqualified to render certified public accounting services shall sever all employment with and financial interest in the Corporation. No shareholder of the Corporation may sell or transfer his stock in this Corporation, except to another individual who is eligible to be a shareholder of the Corporation.

# ARTICLE VII

## Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

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Name	Address
RAX CO.	c/o Mahoney Adams & Criser, P.A. 3400 Barnett Center Jacksonville, FL 32202

### ARTICLE VIII

#### Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The name and mailing address of the person who shall serve as the sole director of the Corporation until the first annual meeting of the shareholders is as follows:

Name	Address
Mary Ellen Ludeking	c/o Mahoney Adams & Criser, P.A. P. O. Box 4099 Jacksonville, FL 32201

### ARTICLE IX

#### Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

### ARTICLE X

#### Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may

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not 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 Board of Directors.

#### ARTICLE XI

##### Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

#### ARTICLE XII

##### Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Jacksonville, Duval County, Florida, this 25th day of June, 1996.

RAX CO., a Florida corporation

By: Ralph R. Wickersham  
Ralph R. Wickersham, Vice President

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**REGISTERED AGENT CERTIFICATE**

In pursuance of the Professional Service Corporation and Limited Liability Company Act, the following is submitted, in compliance with said statute:

That Ludeking & Associates, P.A., 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, County of Duval, State of Florida, has named RAX CO., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

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**ACKNOWLEDGMENT:**

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further state that I am familiar with §607.0501, Florida Statutes.

RAX CO., a Florida corporation

By: Ralph K. Wickersham  
Ralph K. Wickersham, Vice President

DATED: June 25, 1996

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