

FROM

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7/26/96

FLORIDA DIVISION OF CORPORATIONS

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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399

FROM: MAHONEY ADAMS CHISER, P.A.  
50 N LAURA ST  
3400 BARNETT CENTER  
JACKSONVILLE FL 32202-

CONTACT: CORINNE P MCCLUNE

PHONE: (904) 354-1100

FAX: (904) 798-2661

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: THE FAIRBANKS REARMY GROUP, INC.

FAX AUDIT NUMBER: H96000010372

CURRENT STATUS: REQUESTED

DATE REQUESTED: 07/26/1996

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Articles of Incorporation  
of  
**THE FAIRBANKS KEARNEY GROUP, INC.**

**ARTICLE I**

Name and Duration

The name of the Corporation is **THE FAIRBANKS KEARNEY GROUP, INC.** 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 7899 Baymeadows Way, in the City of Jacksonville 32256.

**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.

**ARTICLE IV**

Corporate Purpose, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

Prepared by Jaime A. Fries, Esq.  
Mahoney Adams & Criser, P.A.  
P. O. Box 4099  
Jacksonville, FL 32201  
(904) 354-1100  
Attorney No. 0879479

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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 Florida Business Corporation Act.

#### ARTICLE V

##### Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is Ten Thousand (10,000) shares of Common Stock ("Common Stock") \$0.01 par value per share.

#### ARTICLE VI

##### Incorporator

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

Name

Address

RAX CO.

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

#### ARTICLE VII

##### 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 names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

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**Name****Address**

Lynn V. Fairbanks

7899 Baymeadows Way  
Jacksonville, FL 32256

Robert D. Kearney

7899 Baymeadows Way  
Jacksonville, FL 32256**ARTICLE VIII****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 IX****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 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 X****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 XI****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

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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 26th day of July, 1996.

RAX CO., a Florida corporation

By:

  
Ralph R. Wickersham, Vice President

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**REGISTERED AGENT CERTIFICATE**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In pursuance of the Florida Business Corporation Act, the following is submitted,  
in compliance with said statute:

That THE FAIRDANKS KEARNEY GROUP, INC., 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.

**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 R. Wickersham, Vice President

DATED: July 26, 1996

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3/03/97

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
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12:42 PM

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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: MAHONEY ADAMS & CRISER, P.A.

ACCT#: 076226003514

CONTACT: CORINNE P MCCLURE

PHONE: (904)354-1100

FAX #: (904)798-2661

NAME: THE FAIRBANKS KEARNEY GROUP, INC.

AUDIT NUMBER.....H97000003643

DOC TYPE.....DISSOLUTION

CERT. OF STATUS..0

PAGES..... 1

CERT. COPIES.....0

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OFFICE OF STATE

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**ARTICLES OF DISSOLUTION  
PURSUANT TO SECTION 607.1403  
OF THE FLORIDA STATUTES**

**THE FAIRBANKS KEARNEY GROUP, INC.**

Pursuant to the provisions of Section 607.1403 of the Florida Statutes, the undersigned corporation adopts the following Articles of Dissolution for the purpose of dissolving the corporation:

1. The name of the corporation is **THE FAIRBANKS KEARNEY GROUP, INC.**
2. Dissolution was authorized on 2/15/97.
3. The number of shares cast (by each class of shareholders) in favor of dissolution was sufficient for approval.

**THE FAIRBANKS KEARNEY GROUP, INC.**

By:   
Robert D. Kearney, Vice President

FILED  
97 MAR -3 PM 4:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Prepared by Jaime A. Frias, Esq.  
Mahoney Adams & Criser, P.A.  
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