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POST OFFICE BOX 110  
FERNANDINA BEACH, FL 32035-1110

August 2, 1996

Secretary of State  
Corporate Division  
Post Office Box 6327  
Tallahassee, Florida 32314

100001914741  
-08/07/96--01007--004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Kelly Johnson, Inc.

Dear Sir:

I am enclosing an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$70.00 is enclosed for the filing of same.

Please file the original of the enclosed Articles of Incorporation and return a stamped copy to the undersigned.

Sincerely yours,

Arthur I. Jacobs

AIJ/bs

Enclosures

FILED  
96 AUG - 6 PM 12:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. REGISTER AUG - 8 1996

**ARTICLES OF INCORPORATION  
OF  
KELLY JOHNSON, INC.**

FILED  
96 AUG -6 PM 12:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator under the provisions of Florida Statutes, Chapter 607, adopts the following Articles of Incorporation.

**ARTICLE I**

Name & Address

The name of this Corporation shall be:

**KELLY JOHNSON, INC.**

The place of business shall be located at:

1922 Highland Drive  
Fernandina Beach, Florida 32034

**ARTICLE II**

Term of Existence

The duration of this Corporation is to be perpetual.

**ARTICLE III**

Purpose

The Corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

**ARTICLE IV**

Stock Clause

The aggregate number of shares of stock which this Corporation shall have authority to issue shall be 500 shares of common stock, each with a par value of \$1.00.

## ARTICLE V

### Owners

This corporation shall initially have one director. The number of directors may be increased by an appropriate amendment to the Bylaws of the Corporation, but shall never be less than one. The names and mailing addresses of the initial board of directors are as follows:

Kelly Johnson  
1922 Highland Drive  
Fernandina Beach, Florida 32034

## ARTICLE VI

### Incorporator

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

Kelly Johnson  
1922 Highland Drive  
Fernandina Beach, Florida 32034

## ARTICLE VII

### Informal Shareholder Action

Any action of the Shareholders may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Notice of any such action so taken shall be given within ten (10) days of the date of such action to those Shareholders entitled to vote thereon who did not give their written consent.

## ARTICLE VIII

### Stock Transfer Agreements

If all, or any, of the Shareholders or Subscribers to the stock of the Corporation shall enter into any agreement between themselves or with the Corporation or third persons, abridging, limiting, restricting or changing the rights or interest of any one or more of the Shareholders or Subscribers to sell, assign, transfer, mortgage, pledge, hypothecate or transfer on the books of the Corporation, any and all of the stocks of the corporation held by them, and if a copy of the agreement is filed with the Corporation, all certificates of shares, subject to such agreement or restriction, shall have a reference thereto endorsed thereon by an officer of the Corporation and such stock shall not thereafter be transferred on the books of the Corporation except in accordance with the terms and provisions of the agreement. If the agreement so provides, the certificates of stock

shall be registered so that shares standing in the name of any person as pledgee, trustee or other fiduciary may be voted, in person or by proxy, and without proof of authority.

## ARTICLE IX

### Fundamental Changes

The affirmative vote of holders of fifty-one percent (51%) of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- (a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- (b) Reorganization, merger or consolidation of the Corporation;
- (c) Sale, lease or exchange of the major portion of the property or assets of the corporation;
- (d) Dissolution of the Corporation.

## ARTICLE X

### Inspection of Books

Each Shareholder shall have the unqualified right and privilege to examine all corporate books, records and correspondence. This privilege of examination is conditioned by the provision that the Shareholder agrees to indemnify the Corporation for losses suffered by improper disclosure of information obtained in the course of such inspection. The Shareholder may not delegate the right of inspection.

## ARTICLE XI

### Long-Term Employment Contract

The Shareholders may authorize the Corporation to enter into employment contracts with any executive officer for periods longer than one (1) year, and any Charter or By-Law provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

## ARTICLE XII

### Shareholder Reliance on Corporate Records

A Shareholder shall not be liable for dividends illegally declared, distributions illegally made to Shareholders or any other action taken in reliance in good faith upon financial statements of the Corporation represented to him to be correct by the President of the Corporation or the officer having charge of the books of

account, or certified by an independent or certified accountant to clearly reflect the financial condition of the Corporation, nor shall he be liable if in good faith in determining the amount available for dividends or distribution he considers the assets to be of ample value.

**ARTICLE XIII**  
**Pre-emptive Rights**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time so issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of notice from the corporation. Upon the death of a shareholder, each surviving shareholder shall have the first right to purchase his portion of shares at market value then determined at his death.

**ARTICLE XIV**  
**Amendment of Articles**

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.

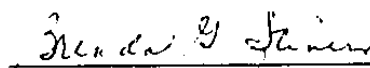
IN WITNESS WHEREOF, the undersigned, being the Incorporator of this Corporation, executes these Articles of Incorporation and certifies to the truth of the facts herein stated, this August 2, 1996.

  
\_\_\_\_\_  
Kelly Johnson

STATE OF FLORIDA  
COUNTY OF NASSAU

BEFORE ME, the undersigned authority, personally appeared Kelly Johnson who being personally known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledge to and before me that she executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this August 2, 1996.

  
\_\_\_\_\_  
Notary Public  
My commission Expires:



Brenda G. Stivers  
MY COMMISSION # CCS12618 EXPIRES  
February 28, 2000  
BONDED THRU TROY FAIR INSURANCE, INC.

FILED  
96 AUG -6 PM 12:15  
CLERK OF DISTRICT COURT  
STATE OF FLORIDA

CERTIFICATE DESIGNATING AGENT  
UPON WHOM PROCESS MAY BE SERVED

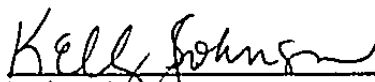
In pursuance of Section 48.091 and Section 607.034(3), Florida Statutes, the following is submitted in compliance with said sections:

KELLY JOHNSON, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, at Nassau County, Florida, has named Kelly Johnson as its registered agent to accept service of process within this state, who is located at the following registered office:

Kelly Johnson  
1922 Highland Drive  
Fernandina Beach, Florida 32034

ACKNOWLEDGMENT AND ACCEPTANCE

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and agree to act in such capacity. I agree to comply with the provisions of said section relative to keeping open the registered office.

  
\_\_\_\_\_  
Registered Agent