

# **CAPITAL CONNECTION, INC.**

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Mailor No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

RE: Palmetto Group, Inc.

	G.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input type="checkbox"/> ( ) Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S.		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ( ) _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX ( ) _____ pgs.		

## **SUBTOTALS**

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum.

REQUEST \_\_\_\_\_ TAKEN \_\_\_\_\_ CONFIRMED \_\_\_\_\_ APPROVED \_\_\_\_\_  
 DATE 9/7 \_\_\_\_\_  
 TIME \_\_\_\_\_ CK No. \_\_\_\_\_  
 BY \_\_\_\_\_

WALK-IN Will Pick Up 4:00 2/2 AB 9/10

96 SEP - 9 AM 8:55  
 FILED  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

96 SEP - 8 PM 4:16  
 RECEIVED  
 DIVISION OF CORPORATE AFFAIRS

THANK YOU  
 from  
 Your Capital Connection

**ARTICLES OF INCORPORATION  
OF  
PALMETTO GROUP, INC.**

FILED  
96 SEP -9 AM 8:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is **Palmetto Group, Inc.**

**ARTICLE II - DURATION**

This corporation shall exist perpetually, commencing on the date of filing.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 500 shares of \$1.00 par value common stock.

**ARTICLE V - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to other.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial principal office of this corporation is **415 Mountain Drive, Destin, Florida 32541** and the name and address of the initial registered agent of this corporation is **JAMES W. GRIMSLEY, 25 Walter Martin Road NE, Fort Walton Beach, Florida 32548.**

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws. The names and addresses of the initial

directors of this corporation are:

**Ames M. Hudson  
29 Indian Bayou Drive  
Destin, Florida 32541**

**Thomas B. Henry, Jr.  
4063 Burning Tree Drive  
Destin, Florida 325241**

#### **ARTICLE VIII- INCORPORATORS**

The names and addresses of the persons signing these articles are:

**Ames M. Hudson  
29 Indian Bayou Drive  
Destin, Florida 32541**

**Thomas B. Henry, Jr.  
4063 Burning Tree Drive  
Destin, Florida 325241**

#### **ARTICLE IX - BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

#### **ARTICLE X - SHARES OF STOCK**

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount set opposite their names:

**Ames M. Hudson - 250 shares  
Thomas B. Henry, Jr. - 250 shares**

#### **ARTICLE XI - INDEMNIFICATION**

The corporation shall indemnify any officer or director or any former officer or directors to the full extent permitted by law.

#### **ARTICLE XII - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation.

#### **ARTICLE XIII - TAX ARTICLE**

It is the intention of this charter that the capital stock of this corporation will be subject to the provisions of Sections 1242 through 1244, inclusive, of the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of  
Incorporation, this 6<sup>th</sup> day of June, 1996.

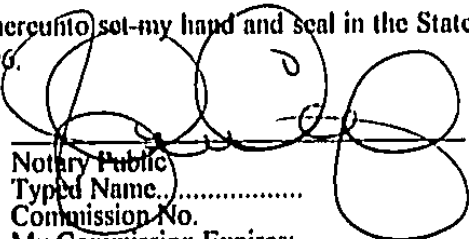
Ames M. Hudson (Seal)  
AMES M. HUDSON

Thomas B. Henry, Jr. (Seal)  
THOMAS B. HENRY, JR.

STATE OF FLORIDA  
COUNTY OF OKALOOSA

Before me, a notary public authorized to take acknowledgments in the State and  
County set forth above, personally appeared **AMES M. HUDSON** and **THOMAS B. HENRY,  
JR.**, who are personally known to me or has produced \_\_\_\_\_ as identification, and  
who did/did not take an oath, and known by me to be the person who executed the foregoing Articles  
of Incorporation and said person acknowledged before me that he executed those Articles of  
Incorporation for the uses and purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and  
County aforesaid this 6<sup>th</sup> day of June, 1996.

  
Notary Public  
Typed Name.....  
Commission No.....  
My Commission Expires:

Prepared by:  
JAMES W. GRIMSLEY  
Smith, Grimsley, Bauman, Pinkerton,  
Petermann, Saxer & Wells  
P.O. Box 2379  
Fort Walton Beach, FL 32549

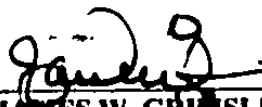
JAMES W. GRIMSLEY  
NOTARY PUBLIC, STATE OF FLORIDA  
MY COMMISSION EXPIRES APRIL 11, 1997  
COMM. #CC287777

Certificate Designating Place of Business or Domicile for the Service of Process Within this State,  
Naming Agent upon Whom Process May be Served:

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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said  
Act:

FIRST: That **PALMETTO GROUP, INC.**, a corporation duly organized and  
existing under the laws of the State of Florida with its principal office as indicated in the Articles of  
Incorporation at Fort Walton Beach, Florida, has named **JAMES W. GRIMSLEY, 25 Walter  
Martin Road, NE, Fort Walton Beach, Florida, 32548**, as its agent to accept service of process  
for the above-named corporation at the place designated in this Certificate.

SECOND: Having been named to accept service of process for the above-named  
corporation at the place designated in this Certificate, I hereby agree to act in this capacity and I  
further agree to comply with the provisions of all statutes relative to the proper performance of my  
duties.

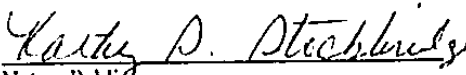
  
**JAMES W. GRIMSLEY**  
Registered Agent

FILED  
96 SEP -9 AM 8:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF OKALOOSA

Sworn to and subscribed before me by **JAMES W. GRIMSLEY** who is personally  
known to me or who produced \_\_\_\_\_ as identification, and who did/did not take  
an oath, this 6<sup>th</sup> day of September, 1996.



  
Notary Public  
Typed Name.....  
Commission No.  
My Commission Expires: