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TAMPA, FL 33602  
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PROFESSIONAL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032  
REFERENCE : 085721 81040A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : September 13, 1996  
ORDER TIME : 3:20 PM  
ORDER NO. : 085721  
CUSTOMER NO: 81040A

960913 154741514  
085721 81040A  
\*\*\*\*122.50 \*\*\*\*122.50

CUSTOMER: Ms. Kate Thomas  
SHELL FLEMING DAVIS & MENGE  
Ninth Floor, Seville Tower  
226 Palafox Place  
Pensacola, FL 32501

DOMESTIC FILING

NAME: JEMHAT PROPERTIES, INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS:

96 SEP 13 PM 9:20  
DIVISION OF CORPORATIONS  
NOTIFIED  
96 SEP 13 PM 4:22  
DIVISION OF CORPORATION  
9/16/96

SHELL, FLEMING, DAVIS & MENGE

ATTORNEYS AT LAW

PENSACOLA, FLORIDA 32506-1811

THURNTON A. SHELL  
FLEETCHER PERKINS  
ROLLEN D. DAVIS, JR.  
BOARD CERTIFIED REAL ESTATE LAWYER  
M. J. MINICH  
DANNY L. KOPNER  
BOARD CERTIFIED CIVIL TRIAL LAWYER  
CHARLES L. HOFFMAN, JR.  
MERFORD B. SHELL  
MAURICE DUNCAN  
BOARD CERTIFIED ORIGINAL TRIAL LAWYER  
ALSO LICENSED IN NEW YORK  
JAN SHACKELFORD  
PAUL W. GILSON II  
JOHN B. TRAWICK

POST OFFICE BOX 1811  
226 PALFOX PLACE  
NINTH FLOOR SEVILLE TOWER  
AREA CODE 904  
TELEPHONE 434-2411  
FAX # 433-1074

September 12, 1996

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32301

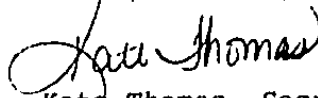
RE: JEMHAT PROPERTIES, INC.

Dear Sir/Madam:

Enclosed please find original and one copy of the Articles of Incorporation for the above corporation. Please file the original Articles and return a certified copy to Corporation Information Services. Our check in the amount of \$122.50 for the required filing fee is enclosed.

Very truly yours,

SHELL, FLEMING, DAVIS & MENGE



Kate Thomas, Secretary to:  
CHARLES L. HOFFMAN, JR.

:kzt

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**ARTICLES OF INCORPORATION  
OF  
JEMHAT PROPERTIES, INC.**

**ARTICLE I. - NAME**

The name of this corporation is **JEMHAT PROPERTIES, INC.**

**ARTICLE II. NATURE OF BUSINESS AND POWERS**

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

**ARTICLE III. TERM OF EXISTENCE**

This corporation shall exist perpetually unless dissolved according to law.

**ARTICLE IV. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is seven thousand five hundred (7,500) shares of common stock having a par value of One Dollar (\$1.00) per share.

**ARTICLE V. PREEMPTIVE RIGHTS**

Every shareholder, upon the sale of any shares or securities of the corporation convertible into or carrying a right to subscribe to shares of this corporation of the same kind, class, or series as that which he holds, shall have the right to purchase his pro rata share at the price at which it is offered to others.

**ARTICLE VI. PRINCIPAL OFFICE AND MAILING ADDRESS**

The initial principal office and mailing address of the corporation shall be:

Jemhat Properties, Inc.  
6000 North Pensacola Boulevard  
Pensacola, Florida 32505

The Board of Directors may change the address from time to time to any other address in the State of Florida.

**ARTICLE VII. REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be:

Joseph E. Mercer  
Jemhat Properties, Inc.  
6000 North Pensacola Boulevard  
Pensacola, Florida 32505

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

**ARTICLE VIII. BOARD OF DIRECTORS**

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by By Laws adopted by the stockholders, but shall never be less than one.

**ARTICLE IX. INITIAL DIRECTORS**

The names of the initial directors of this corporation and their street addresses are:

Joseph E. Mercer  
8525 Jade Acres  
Pensacola, Florida 32526

Harold Allen Turner  
6541 Costa Mesa  
Pensacola, Florida 32504

The persons named as initial directors shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

**ARTICLE X. RESTRICTIONS ON TRANSFER OF STOCK**

The corporation, and, subject to the priority of the corporation, the remaining stockholders of the corporation, shall have a preference in the purchase of any shares of the capital stock of the corporation, and any attempted sale of such shares of stock in violation of this provision shall be null and void. In case a stockholder, his personal representatives, heirs, devisees, legatees, pledgee, assignee, receiver, trustee in bankruptcy or any other person holding under or in privity with any stockholder, desires to sell his shares of stock, he shall file notice in writing of such intention with the Secretary of the corporation, stating the price and terms upon which he desires to sell such stock, and unless the terms of such offer are accepted by the corporation within ten (10) days, it shall be deemed to have waived its privilege of purchasing. In the event that the corporation is legally unable to purchase such stock or otherwise waives its privilege of purchasing, the Secretary of the corporation shall mail a written notice to all of the remaining stockholders, by certified mail, return receipt requested, advising them of the terms of such offer, and unless the terms of such offer are accepted by any or all of the other stockholders within ten (10) days from the date of mailing such notice, they shall be deemed to

have waived their privilege of purchasing, and the stockholders or the person in privity with him desiring to sell shall be at liberty to effect a sale upon the terms of such offer. No stockholder who has given notice pursuant to this Article, may thereafter sell such stock for a price or upon terms different than the offer contained in such notice, without again complying with the notice requirements of this Article. Neither the corporation, nor the remaining stockholders (collectively), may exercise their privilege of purchasing as to any shares of stock less than the total number of shares involved in such offer.

#### **ARTICLE XI. INDEMNIFICATION**

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

#### **ARTICLE XII. INCORPORATORS**

The names and street addresses of the Incorporators of this corporation are:

Joseph E. Mercer  
8525 Jade Acres  
Pensacola, Florida 32526

Harold Allen Turner  
6541 Costa Mesa  
Pensacola, Florida 32504

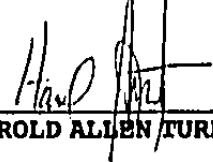
#### **ARTICLE XIII. AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders

sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporators, have executed the foregoing Articles of Incorporation on this 10 day of September, 1996.

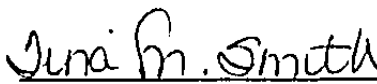
  
\_\_\_\_\_  
JOSEPH E. MERCER-INCORPORATOR

  
\_\_\_\_\_  
HAROLD ALLEN TURNER-INCORPORATOR

STATE OF FLORIDA

COUNTY OF ESCAMBIA

BEFORE ME, a Notary Public, personally appeared **JOSEPH E. MERCER** and **HAROLD ALLEN TURNER**, (Y) who are personally known to me or who have produced \_\_\_\_\_ and \_\_\_\_\_, respectively as identification, to me known to be the persons described as Incorporators and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation on the 10 day of September, 1996.

  
\_\_\_\_\_  
NOTARY PUBLIC - STATE OF FLORIDA  
Typed Name: Tina M. Smith  
My Commission Expires: \_\_\_\_\_

Tina M. Smith  
Notary Public, State of Florida  
My Commission Expires 12/31/97  
1120 BAYVIEW - P.O. BOX 9000 - TAMPA, FL 33607  
www.tina-smith.com

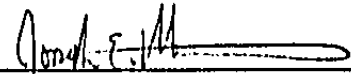
FILED  
STATE  
OPERATIONS

ACCEPTANCE OF REGISTERED AGENT

96 SEP 13 11 09:20

Having been named to accept service of process for **JEMHAT PROPERTIES, INC.** at the place designated in the Articles of Incorporation, Joseph E. Mercer agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping such office open.

DATE: 9-10-96

  
\_\_\_\_\_  
JOSEPH E. MERCER