

P96000080159

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

600001337056
-09/30/96--01072--D11
****122.50 ****122.50

SUBJECT: Carl Wilber and Co., Inc.

Enclosed is an original and one (1) copy of the Articles of Incorporation and our check for \$122.50.

FROM: Carl Wilber
Carl Wilber and Co., Inc.
P.O. Box 41285
Jacksonville, FL 32203
(904) 387-1128

EFFECTIVE DATE
AUG 23 1996

FILED
96 AUG 30 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

~~W96 18560~~

TAB 9/27



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 5, 1996

CARL WILBER
CARL WILBER AND CO., INC.
P.O. BOX 41285
JACKSONVILLE, FL 32203

SUBJECT: CARL WILBER AND CO., INC.
Ref. Number: W96000018562

We have received your document for **CARL WILBER AND CO., INC.** and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 996A00041566

EFFECTIVE DATE
AUG 23 1996

**ARTICLES OF INCORPORATION
OF
CARL WILBER AND CO., INC.**

FILED
96 AUG 30 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME

The name of this corporation is Carl Wilber and Co., Inc.

ARTICLE II: PRINCIPAL OFFICE OR MAILING ADDRESS

The principal office of the corporation is located at, 11620 Columbia Park Dr. East, Jacksonville, FL 32258 and the mailing address of the corporation is P.O. Box 41285, Jacksonville, FL 32203.

ARTICLE III: CAPITAL STOCK

(a) Authorized Shares. The total number of shares that may be issued by the corporation is 100, all of which shall be of the same class, shall be of the par value of \$.10 per share, and shall be designated common stock.

(b) Capital Stock. The capital of the corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferee thereto.

(c) Corporate Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, the holders of the record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the corporation.

(d) Voting. Each share of the common stock shall have equal and full voting powers and rights, and the holders of record thereof shall be entitled to one vote for each share so held. At all meetings of shareholders a majority in number of shares entitled to vote at such meetings, present either in person or represented by proxy, shall constitute a quorum.

(e) Preemptive Rights. Shareholders shall have no preemptive rights.

(f) Cumulative Voting. Cumulative voting shall not be permitted.

(g) Restrictions of Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

ARTICLE IV: REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 11620 Columbia Park Dr. East, Jacksonville, FL 32258 and the name of the registered agent of this corporation at that address is Carl Wilber.

ARTICLE V: DIRECTORS & INCORPORATORS

(a) Number. The corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by bylaws adopted by the shareholders.

(b) Initial Board of Directors. The names and addresses of the initial director and incorporator until the first annual meeting of the shareholders are as follows:

Carl Wilber
11620 Columbia Pk. Dr. E.
Jacksonville, FL 32258

(c) Compensation. The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

(d) Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE VI: BYLAWS

The initial Bylaws of this corporation shall be adopted by the directors. Bylaws

shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, 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 directors.

ARTICLE VII: DURATION


This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of the State of Florida within five (5) business days thereafter, corporate existence shall commence upon filing by the Department of State.

IN WITNESS WHEREOF, I have made and executed these Articles of Incorporation this 23 day of Aug., 1996.

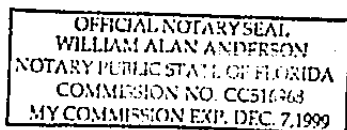


Carl Wilber
Director & Incorporator

These Articles were signed in my presence by the Incorporator who produced a form of identification or was personally known to me.



Notary Public
8-23-96, State of Florida



(Seal)

FILED
96 AUG 30 AM 8:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE STATE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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

That Carl Wilber and Co., Inc. desiring to organize under the laws of the state of Florida with its principal office, as indicated in the Certificate of Incorporation, at City of Jacksonville, County of Duval, State of Florida, has named Carl Wilber located at 11620 Columbia Park Dr. East, Jacksonville, FL 32258 as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE DESIGNATED AGENT)

Having been named to accept service of process for the above state corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Carl Wilber, Designated Agent



MICHELE L. MCCORMACK
My Commission CC218948
Expires Sep. 23, 1997
Bonded by NAJ
900-485-1888

