

P910000080922

LAW OFFICES

DICESARE, DAVIDSON & BARKER, P.A.

5640 South Florida Avenue, Lakeland, Florida 33813
P.O. Drawer 2278, Lakeland, Florida 33806-2278

PAT T. DICESARE, II
E. TAYLOR DAVIDSON
HAROLD E. "RHETT" BARKER

MERITTE L. OWENS

EFFECTIVE DATE
9-20-96

TELEPHONE
(941) 648-5999
TOLL FREE
(888) 648-5999
TELEFACSIMILE
(941) 648-4755

September 24, 1996

Bureau of Corporate Records
Post Office Box 6327
Tallahassee, FL 32314

700001957387
-09/26/96--01063--008
****122.50 ****122.50

RE: THE PACE-BROWN GROUP, INC.

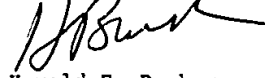
Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation. Also enclosed please find our check in the amount of \$122.50.

I would appreciate it if you would file the Articles of Incorporation and return a certified copy to our office.

Thanks for your kind attention to this matter.

Sincerely,



Harold E. Barker

FILED
95 SEP 26 AM 8:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HEB/smm
Enclosures
F:\wp51\co\pace.brown\division.ltr

10-1-96
KR

ARTICLES OF INCORPORATION

OF

THE PACE-BROWN GROUP, INC.

EFFECTIVE DATE
7-20-96

FILED
96 SEP 26 11:08:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is THE PACE-BROWN GROUP, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing on the date of execution of these Articles.

ARTICLE III - PURPOSE

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

ARTICLE IV - COMMENCEMENT OF CORPORATE BUSINESS

In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1911 Vista View Drive, Lakeland, Florida 33813, and the name and street address of the initial registered agent is Harold E. Barker, DiCesare, Davidson & Barker, P.A., 5640 South Florida Avenue, Lakeland, Florida 33813.

ARTICLE VI - ADDRESS OF PRINCIPAL OFFICE

The mailing address for this corporation is 1911 Vista View Drive, Lakeland, Florida 33813.

ARTICLE VII - CAPITAL STOCK

Number. The aggregate number of shares that the corporation

shall have the authority to issue is one thousand (1000) shares of Capital Stock with a value of \$1.00 per share.

Initial Issue. One hundred (100) shares of the Capital Stock of the corporation shall be issued for cash at a value of \$1.00 per share.

Stated capital. The sum of the value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

No classes of stock. The shares of the corporation are not to be divided into classes.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time in accordance with the by-laws. The names and addresses of the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
Deborah S. Pace	1911 Vista View Drive Lakeland, Florida 33813
Debra A. Brown	1436 Hammock Shade Drive Lakeland, Florida 33809

ARTICLE IX - INCORPORATOR

The names and addresses of the incorporators are Deborah S. Pace, 1911 Vista View Drive, Lakeland, Florida 33813 and Debra A.

Brown, 1436 Hammock Shade Drive, Lakeland, Florida 33809.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer of director, in accordance with the provisions of the Bylaws of the corporation.

ARTICLE XI - PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions fixed by the Board of Directors, such shares of the common stock of this corporation as may be issued from time to time. The preemptive rights of any holder of common stock shall be determined as follows:

1. The ratio of each holder's authorized and issued common stock to the total authorized and issued common stock shall be determined;
2. Each holder shall have the right for thirty (30) days from the date of written notification of each proposed issue, to purchase that number of shares of common stock which is necessary to maintain the holder's interest (ownership of common stock) at the ratio determined in the preceding section of this Article XI;
3. Exercise of a holder's preemptive rights shall be by tender, within the time specified in Article XI, Section 2, of the full amount of the purchase price in cash (U.S. Currency), certified check or cashier's check;
4. Notice of any proposed issue of common stock shall be completed upon the mailing of the notice by certified mail (or

such other form of mail as may require a written receipt) to each holder at the holder's address on the books of the corporation;

5. Upon the failure of any holder to exercise preemptive rights under this Article, such holder's preemptive rights shall lapse as to that particular issue only;

6. Upon any legal action to construe this Article, or to seek any judicial determination concerning the provisions of this Article of its effect, the prevailing party shall be entitled to recover costs and any attorney's fees, including such expenses in any appeal.

ARTICLE XII - RESTRICTION ON TRANSFER OF STOCK

The common stock of this corporation may be transferred, encumbered or disposed of only in accordance with the following provisions:

1. Any shareholder desiring to transfer, encumber, or dispose of any interest in the common stock of this corporation shall do so only with the written consent of all other shareholders or in accordance with the provisions of this Article;

2. In lieu of obtaining the written consent of all other shareholders, the shareholder desiring to transfer, encumber, or dispose of any interest in his common stock in the corporation (described as "Selling shareholder" hereinafter) shall first offer such interest to the corporation as follows:

a. The selling shareholder shall notify the corporation and all other shareholders of his intention to

sell by certified mail or such other form of mail as may require a written receipt;

b. The notice shall completely and fairly describe the circumstances of the proposed sale, encumbrance, or disposition;

c. From the receipt of the selling shareholder's notice, the corporation shall have thirty (30) days to purchase the interest of the selling shareholder on the following terms and conditions:

(1) The purchase price for each share of the stock shall be the price established by unanimous written agreement of all shareholders not more than one year prior to the date of the notice of intention to sell or, in the absence of such unanimous written agreement, the book value on the last day of the month preceding the date of the notice of intention to sell. In the latter case, the accountant for the corporation at the date of the notice of intention to sell shall determine the book value and the corporation shall pay said amount in cash. In the event of a sale at a purchase price established by unanimous written agreement, the purchase price shall be paid upon the terms set forth in the agreement or in the absence of such an agreement upon terms of the purchase, the purchase price shall be paid in cash;

(2) If the corporation has sufficient surplus

then whatever surplus is available shall be utilized and the corporation, through its directors and shareholders, shall reduce the capital of the corporation in order to provide sufficient surplus for the purchase of all of the offered stock. In the event the corporation is unable under the law to so reduce its capital sufficiently to allow the corporation to purchase all of the offered stock, the corporation shall reduce its capital as much as possible and purchase as much of the offered stock as possible. Then the selling shareholder may sell that portion of the unsold stock to outsiders only after first offering it individually to the remaining shareholders, to be purchased at the same price as above defined on a pro rata basis. The corporation shall have thirty (30) days after the date of the notice of intention to sell or reduce its capital and purchase said stock. Individual stockholders shall have an additional thirty (30) days to purchase any remaining shares.

3. In the event of the death of any shareholder, his stock shall be purchased by the corporation. In the event the corporation is unable to purchase any or all of the stock, the remaining shareholders of the corporation shall have the right, for thirty (30) days, to purchase their respective pro rata shares of the decedent's stock. The estate of the decedent shall be obligated to sell said stock to the corporation or,

alternatively, to the other shareholders. The price to be paid for the decedent's stock and the terms of the purchase shall be determined by the shareholders of the corporation during or immediately following the organizational meeting of the corporation. Thereafter, the price and terms of purchase shall be revised from time to time as the shareholders deem appropriate.

4. All certificates of stock of this corporation shall be labeled with the following endorsement on each share certificate:

"This share certificate is subject to a provision in the Articles of Incorporation (Article XII) which provides for restrictions upon the transfer, encumbrance, or distribution of the stock. A copy of the provision may be obtained from the secretary of the corporation or from the office of the Florida Secretary of State."

5. This Agreement shall be binding upon the parties hereto, their heirs, successors and assigns and legal representatives.

6. Each shareholder shall execute a will or codicil to an existing will directing the legal representative of his estate to sell the decedent's stock under the provisions of the agreement. Failure to so execute a will or codicil shall not affect the rights of any parties to this agreement nor the obligation of the estate of any deceased shareholder.

7. In the event any transfer, encumbrance, or distribution of stock of the corporation under this Article creates an equal division of stock between two shareholders or shareholder factions, and any voting deadlock occurs, the President of the corporation or the person acting in the President's capacity,

shall cause the corporation to issue one share of stock to a person acceptable to the two equal shareholders or shareholder factions, or failing agreement, to the corporation's resident agent, so that the ability of the corporation to exist or operate shall not be impaired, and so that dissolution may be avoided.

8. Upon any legal action to construe this Article, or to seek any judicial determination concerning the provisions of this Article or its effect, the prevailing party shall be entitled to recover costs and attorney's fees, including such expenses in any appeal.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 20th day of September, 1996.

Deborah S. Pace
Deborah S. Pace, Incorporator

Debra A. Brown
Debra A. Brown, Incorporator

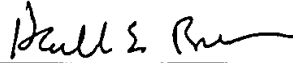
STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 20th day of September, 1996 by Deborah S. Pace and Debra A. Brown, who is personally known to me or who has produced _____, as identification and who did did not take an oath.

Sherry M. Marvin
Name: Sherry M. Marvin
Notary Public, State of Florida
My Commission expires:
Commission #:

ACCEPTANCE BY REGISTERED AGENT

The undersigned, Harold E. Barker, being appointed in the foregoing Articles of Incorporation as the registered agent for THE PACE-BROWN GROUP, INC., accepts the appointment as registered agent for said corporation this 20th day of September, 1996.



Harold E. Barker

FILED
96 SEP 26 AM 8:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CAPITAL CONNECTION, INC.
 417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P 960000 78810

Boyle International, Inc.

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 ****122.50 ****87.50

- Art of Inc. File
- LTD Partnership File
- Foreign Corp. File
- L.C. File
- Fictitious Name File
- Trade/Service Mark
- Merger File
- Art. of Amend. File
- RA Resignation
- Dissolution / Withdrawal
- Annual Report / Reinstatement
- Cert. Copy
- Photo Copy
- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- Courier

RECEIVED
 SEP 24 11:18 AM '97
 TALLAHASSEE, FLORIDA

*RA
 Rep
 9/24*

Signature _____

Requested by: Cher 9.24 1021

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

FLORIDA DEPARTMENT OF STATE, SANDRA B. MORTHAM, SECRETARY OF STATE


RESIGNATION OF REGISTERED AGENT

Pursuant to the provisions of sections 607.0502(2), 617.0502(2), 607.1509, or 617.1509,

Florida Statutes, the undersigned, ERIC P. LITWIN
(Name of registered agent)

hereby resigns as Registered Agent for Boyle International Inc.
(Name of corporation)

A copy of this resignation was mailed to the above listed corporation at its last known address. The agency is terminated and the office discontinued on the 31st day after the date on which this statement is filed.



(Signature of resigning agent)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

97 SEP 24 PM 12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Fee for filing this document:
\$87.50 - Active corporation
\$35.00 - Administratively dissolved corporation

DIVISION OF CORPORATIONS - P. O. BOX 6327 - TALLAHASSEE, FL 32314

P96000080922

LAW OFFICES
DICESARE, DAVIDSON & BARKER, P.A.
5640 South Florida Avenue, Lakeland, Florida 33813
P.O. Drawer 2278, Lakeland, Florida 33806-2278

FAT T. DICESARE, II
E. TAYLOR DAVIDSON
HAROLD E. "RHETT" BARKER

MERETTE L. OWENS

TELEPHONE
(941) 648-5999
TOLL FREE
(888) 648-5999
TELEFACSIMILE
(941) 648-4755

September 4, 1997

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

RE: PACE-BROWN GROUP, INC.

100002287611--3
-09/08/97-01151--025
*****45.00 *****45.00

Gentlemen:

Enclosed please find the Articles of Amendment for Pace-Brown Group, Inc. Please file the Articles of Amendment and return a copy to our office. Enclosed is our firm's check in the amount of \$45.00 as payment for this service.

Thanks for your kind attention to this matter.

Sincerely,
Harold E. Barker

HAROLD E. BARKER

HEB/smm
Enclosures
F:\wp51\co\pace-brown\division.ltr

Signed in his absence
to avoid delay in mailing

APPROVED
AND
FILED
57 SEP 22 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLOR.

Dept of Sta
OU

HPB
W9700002273
P96000080922
NE
9-22-97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 16, 1997

DICESARE, DAVIDSON & BARKER, P.A.
% HAROLD BARKER
P.O. DRAWER 2278
LAKELAND, FL 33806-2278

SUBJECT: THE PACE-BROWN GROUP, INC.
Ref. Number: P96000080922

We have received your document for THE PACE-BROWN GROUP, INC. and your check(s) totaling \$45.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You have submitted an application which does not meet the current requirements of the Florida Statutes. You may complete our current form or amend your application to include the required information.

If an amendment was adopted by the incorporators or board of directors without shareholder action, a statement to that effect and that shareholder action was not required must be contained in the document.

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 (850) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 697A00045875

SECRETARY OF STATE
TALLHASSEE, FLORIDA
9/17/97 22 14 9:23
ASSIGNED
AND
FILED

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF PACE-BROWN GROUP, INC.

Pursuant to the provisions of FSA § 607.1006 this corporation adopts the following Articles of Amendment amending its Articles of Incorporation:

1. The name of the corporation before amendment is TM PACE-BROWN GROUP, INC.
2. The name of the corporation after amendment shall be BROWN GROUP, INC.
3. The date of adoption of the amendment was August 1, 1997.
4. The amendment was unanimously adopted by the Board of Directors. The amendment was unanimously approved by the Share-
5. ^{holders} The Board of Directors consist of the following member:
Debra A. Brown.
6. All other provisions of the Articles of Incorporation remain unchanged and are hereby reaffirmed.
7. This amendment will be effective upon filing.

Date: 8-26-97

Debra A. Brown
DEBRA A. BROWN
President

APPROVED
AND
FILED
1997 SEP 22 AM 9:25
CORPORATE
LAW OFFICE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF POLK

Personally appeared before me, the undersigned authority, DEBRA A. BROWN, to me well known to be the subscriber to the foregoing Articles of Amendment to the Articles of Incorporation of PACE-BROWN GROUP, INC., who acknowledged that she signed the same for the purposes therein expressed.

These Amended and Restated Articles of Incorporation were adopted by a unanimous vote of the Board Member present at the August 1, 1997 meeting of the Board of Directors. The number of votes cast did constitute a quorum and was sufficient for the approval of this amendment.

WITNESS my hand and seal at Lakeland, Florida, this 26th day of August, 1997.

Sherry M. Marvin
Sherry M. Marvin
Notary Public

My Commission expires:

