

P90000088715

Department of State
Division of Corporations
P.O. Box 8327
Tallahassee, FL 32314

SUBJECT: The Group, Inc. of JACKSONVILLE, INC.

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

FROM: Glenn Ellison
The Group, Inc.
P.O. Box 41285
Jacksonville, FL 32203
(904) 387-1128

EFFECTIVE DATE

10.22.96

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****122.50 ****122.50

FILED
OCT 29 AM 9:15
TALLAHASSEE, FLORIDA

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KR 1018
10.29.96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

95 OCT 29 PM 3:15
FILED
TALLAHASSEE, FLORIDA

October 18, 1996

GLENN ELLISON
P.O. BOX 41285
JACKSONVILLE, FL 32203

SUBJECT: THE GROUP, INC.
Ref. Number: W96000022185

We have received your document for THE GROUP, INC. and your check(s) totalling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

You must list at least one incorporator with a complete business street address.

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) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 896A00048130

EFFECTIVE DATE
10-22-96

ARTICLES OF INCORPORATION
OF
THE GROUP OF JACKSONVILLE, INC.

RECORDED
INDEXED
FEB 13 1997
FBI - JACKSONVILLE

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 the corporation is The Group of Jacksonville, Inc.

ARTICLE II: PRINCIPAL OFFICE OR MAILING ADDRESS

The principal office of the corporation is located at 1652 Dolph Rd., Jacksonville, FL 32220, 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, the par value shall be \$.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 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 on 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 INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1652 Dolph Rd., Jacksonville, FL 32220 and the name of the initial registered agent of this corporation at that address is Glenn Ellison.

ARTICLE VI: DIRECTORS

(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 directors until the first annual meeting of the shareholders are as follows:

Glenn Ellison
1652 Dolph Road
Jacksonville, FL 32220

(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 VII: 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 VIII: 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 day of 22nd Oct 1966.

Glenn Ellison
Glenn Ellison, Incorporator
1652 Dolph Rd.
Jacksonville, FL 32220

Kathleen Lynn Panuccio
Notary Public Duval County, State of Florida

Allen Ellison