

P96000090461

**KORN, ZEHMER & GELLATLY, P.A.**  
ATTORNEYS AT LAW  
JACKSONVILLE, FLORIDA

PLEASE REPLY TO:  
POST OFFICE BOX 550700  
JACKSONVILLE, FLORIDA 32255-0700  
TELEFAX (904) 296-0384

SUITE 200, SOUTHPOINT BUILDING  
6820 SOUTHPOINT DRIVE, SOUTH  
JACKSONVILLE, FLORIDA 32216  
TELEPHONE (904) 296-2111

October 30, 1996

500001992905--3  
-10/31/96--01101--018  
\*\*\*\*122.50 \*\*\*\*122.50

**VIA FEDERAL EXPRESS 1326356684**

Secretary of State  
Corporate Division  
409 East Gaines Street  
Tallahassee, Florida 32301

**EFFECTIVE DATE**  
10-30-96

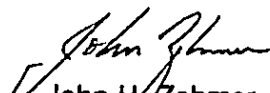
Re: Southpoint Investments, Inc.

Ladies and Gentlemen:

Enclosed is an original and one copy of articles of incorporation and registered agent designation for the above-named corporation. Also, a check in the sum of \$122.50 is enclosed which represents the following fees: \$35.00 fee to file the articles of incorporation; \$35.00 fee to file the registered agent designation; and \$52.50 for a certified copy of the foregoing.

Please file the enclosed originals and return certified copies to the undersigned in the enclosed, self-addressed stamped envelope. Your prompt attention to this matter is greatly appreciated.

Sincerely yours,

  
John H. Zehmer

Enclosures  
SPIL10.30

AL NOV - 4 1996

FILED  
96 OCT 31 PM 1:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
SOUTHPOINT INVESTMENTS, INC.**

FILED  
96 OCT 31 PM 4:21  
CLERK OF COURT  
JACKSONVILLE, FLORIDA

**EFFECTIVE DATE**  
10-30-96

**ARTICLE I**

The name of this corporation is: Southpoint Investments, Inc. The principal office of the corporation is located at 6620 Southpoint Drive South, Jacksonville, Florida 32216.

**ARTICLE II**

This corporation is organized for the purpose of transacting any or all lawful business permitted under the Laws of the United States and of the State of Florida.

**ARTICLE III**

The total number of authorized shares of the capital stock of this corporation is Ten Thousand (10,000) shares, of a single class of voting common stock, all of which shall have a par value of Ten Cents (\$.10) each. Each issued and outstanding share of common stock shall be entitled to one vote.

**ARTICLE IV**

This corporation shall have perpetual existence. The existence of this corporation shall begin as of October 30, 1996.

**ARTICLE V**

The number of directors that the corporation shall have shall be not less than one (1) but may be such greater number as may be elected by the shareholders from time to time in accordance with the Bylaws of the corporation. Initially, there shall be four (4) directors.

**ARTICLE VI**

The name and post office address of the first directors of the corporation, who shall hold office for the first year of existence of the corporation or until their successors are elected or appointed and have qualified are:

Names

Post Office Address

Margaret B. Gellatly

6620 Southpoint Drive South, Suite 200  
Jacksonville, Florida 32216

Michael Korn

6620 Southpoint Drive South, Suite 200  
Jacksonville, Florida 32216

John H. Zehmer

6620 Southpoint Drive South, Suite 200  
Jacksonville, Florida 32216

**ARTICLE VII**

The name and post office address of the incorporator of this corporation is as follows:

Name

Post Office Address

John H. Zehmer

6620 Southpoint Drive South, Suite 200  
Jacksonville, Florida 32216

**ARTICLE VIII**

The street address of the initial registered office of this corporation is 6620 Southpoint Drive South, Suite 200, Jacksonville, Florida 32216 and the name of the initial registered agent of this corporation at that address is John H. Zehmer.

**ARTICLE IX**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in its Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

THE UNDERSIGNED, being the original incorporator hereinafter named for the purpose of forming a corporation to do business both within and without the State of Florida, to make, subscribe, acknowledge, and file these Articles, hereby declares and certifies that the facts herein stated are true and accordingly have hereunto set my hand and seal this 30th day of October, 1996.

Signed, sealed and delivered  
in the presence of:

Pamela Jefferson

John H. Zehmer (SEAL)  
John H. Zehmer

Jim Ann Easton

STATE OF FLORIDA     )  
                                  )  
COUNTY OF DUVAL     )

BE IT REMEMBERED that on this 30th day of October 1996, personally came before me, John H. Zehmer, who is personally known by me, and who is the incorporator of the foregoing Articles of Incorporation and acknowledged that he signed said Articles in his act and deed on behalf of Southpoint Investments, Inc., and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and here aforesaid.

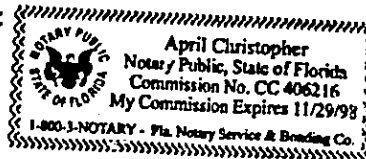
April Christopher

Print Name: April Christopher

Notary Public, State of Florida at Large

My Commission Expires:

My Commission No.:



**CERTIFICATE NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

FILED

96 OCT 31 PM 4:21

RECORDING STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 48.011, Florida Statutes, the following is submitted:

That Southpoint Investments, 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 the City of Jacksonville, County of Duval, State of Florida, has named John H. Zehmer, 6620 Southpoint Drive South, Jacksonville, Florida 32216, as its agent to accept service of process within this state.

**SOUTHPOINT INVESTMENTS, INC.**

10/30/96  
Date

John H. Zehmer  
By: John H. Zehmer  
Incorporator

**ACCEPTANCE**

Having been named to accept service of process from the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.

10/30/96  
Date

John H. Zehmer  
John H. Zehmer

SPI.AOI