JOSEPH L. BOLES, QLO 93223

Attorney at Law

120 Charlotte Street St. Augustine, Florida 32084 Voice: (904) 824-4278 Telefax: (904) 826-0937

November 4, 1996

Corporate Records Bureau
Division of Corporations
Department of State
Oost Office Box 6327
Tallahassee, Florida 32031

SECRETAN (OF STATE ALLAHASSEE, FLORIDA

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RE: A.S. Goedert & Co., Inc.

Dear Sir/Madam:

Please find enclosed the original and one (1) copy of the Articles of Incorporation for the above-named proposed Florida corporation. Additionally, please find enclosed a check in the amount of \$70.00 representing payment of the following:

Filing Fee \$35.00 Registered Agent Designation \$35.00

Please file the enclosed Articles of Incorporation and return a copy to our office in the enclosed self-addressed stamped envelope.

Thank you for your courtesies in this matter.

Sincerely,

Kristi Robertson

Assistant to Mr. Boles

/kwr enclosures

ARTICLES OF INCORPORATION

OF

96 NOV 12 AM 11: 30

SECRETARY OF STATE TALLAHASSEE, FLORIDA

A.S. GOEDERT & CO., INC.

THE UNDERSIGNED incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation is A.S. GOEDERT & CO., INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is 171 HERON'S NEST LANE, ST. AUGUSTINE, FL 32085.

ARTICLE III - CAPITAL STOCK

The initial number of shares which this corporation is authorized to have outstanding at any time is 600 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be 120 Charlotte Street, St. Augustine, FL 32084, and the initial registered agent of the corporation at such shall be JOSEPH L. BOLES, JR., who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE V - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

ALAN SCOTT GOEDERT

171 HERON'S NEST LANE ST. AUGUSTINE, FL 32084

The undersigned has executed these Articles of Incorporation this 2 day of October, 1996.

ALAN SCOTT GOEDERT

TITLE: PRESIDENT/DIRECTOR

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

FILED

96 NOV 12 ANTI: 31

Pursuant to the provisions of Section 607.05-1, SECHARICAL STATE TALLAHASSEE. FLORIDA Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

- 1. The name of the corporation is A.S. GOEDERT & CO., INC.
- 2. The name and address of the registered agent and office is:

JOSEPH L. BOLES, JR. 120 Charlotte Street St. Augustine, FL 32084

> ALAN SCOTT GOEDERT TITLE: PRESIDENT/DIRECTOR

Date: OCTOBER 3/ , 1996

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for A.S. GOEDERT & CO., INC., at the place designated in the Articles of Incorporation, JOSEPH L. BOLES, JR. agrees to comply with the provisions of Section 48.091, relative to keeping open such office.

JOSEPH L. BOLES, JR.

Date: //-//

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J'SEPH L BOLES	ATTY AT LAW	•	
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Examiner's Initials

JOSEPH L. BOLES, JR.

Attorney at Law

120 Charlotte Street St. Augustine, Florida 32084

Voice: (904) 824-4278 Telefax: (904) 826-0937

May 22, 1997

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32031

RE: A.S. Goedert & Co., Inc.

Dear Sir/Madam:

Please find enclosed for filing the original and one (1) copy of the Articles of Amendment to Articles of Incorporation for the above-named Florida corporation. Please advise if there is a filing fee for same and the amount.

Thank you for your courtesies in this matter.

Sincerely,

Kristi Robertson

Assistant to Mr. Boles

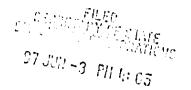
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97 MAY 27 AH 9: | | DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT T() ARTICLES OF INCORPORATION OF



A.S. GOEDERT & CO., INC.

Pursuant to the provisions of Section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendments adopted:

- 1.) The corporation is to exist perpetually.
- 2.) The corporation shall be able to engage in any and all businesses that are in accordance with any and all State and/or Federal law.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows: N/A.

THIRD: The date of each amendment's adoption: 05/22/97.

FOURTH: Adoption of Amendment(s): (check one)

The amendments was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

The amendments was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendments.

"The number of votes cast for the amendments was sufficient for approval by (voting group)."

The amendments were adopted by the board of directors without shareholder action and shareholder action was not required.

The amendments were adopted by the incorporators without shareholder action and shareholder action was not required.

SIGNED this 22nd day of May, 1997.

A.S. GOEDERT

PRESIDENT/TREASURER

(Chairman, Vice Chairman of the Board, President or other office if adopted by the shareholders)

(By a director if adopted by the directors)

(By an incorporator if adopted by the incorporators) 97k:asgoedert.wks