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PURCELL, FLANAGAN & HAY, P.A.

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ONE ENTERPRISE CENTER  
228 WATER STREET  
JACKSONVILLE, FL 32202-4427

THOMAS K. PURCELL  
TIMOTHY L. FLANAGAN  
JONATHAN L. HAY  
HARRIS L. BONNETTE, JR.  
CLARENCE F. FRAZIER

December 11, 1996

EFFECTIVE DATE  
12-11-96

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

RE: Benson-Johnson, Inc.

100002027541--7  
-12/12/96--01078--019  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Incorporation for Benson-Johnson, Inc.

Please file the original of the Articles, and return the copy stamped "filed" to me. Enclosed is a check in the amount of \$70.00 computed as follows:

Filing Fee	\$ 35.00
Registered Agent Fee	<u>35.00</u>
TOTAL....	\$ 70.00

If you have any questions or require any additional information, please call.

Very truly yours,

*Jonathan L. Hay*

Jonathan L. Hay

JLH/cb  
enclosures  
c: Ms. Darlene Benson

nc 12/13/96

EFFECTIVE DATE  
12-11-96

ARTICLES OF INCORPORATION  
OF  
BENSON-JOHNSON, INC.

FILED  
56 DEC 12 PM 1:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

Article I  
Name

Section 1.1. Name. The name of this corporation shall be Benson-Johnson, Inc.

Article II  
Principal Office and Mailing Address

Section 2.1. Principal Office and Mailing Address. The principal place of business and mailing address of this corporation shall be 12 Red Cedar Road, Fernandina Beach, Florida, 32034.

Article III  
Capital Stock

Section 3.1. Capital Stock. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 7,500 shares of voting common stock having a par value of \$1.00 per share.

Section 3.2. Restriction on Transfer of Stock. The shareholders may, by bylaw provision, by shareholders' agreement recorded in the minute book or by endorsement on each stock certificate, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

Section 3.3. Approval of Shareholders Required for Merger. The approval of the shareholders holding sixty percent (60%) or more of the capital stock of this corporation eligible to vote to any plan of merger or consolidation shall be required in every case, whether or not such approval is required by law.

**Article IV**  
**Initial Registered Agent and Address**

**Section 4.1. Name and Address.** The name and street address of the initial registered agent of this corporation is:

Darlene Benson  
12 Red Cedar Road  
Fernandina Beach, Florida 32034

**Article V**  
**Incorporator**

**Section 5.1. Name and Address.** The name and street address of the incorporator of this corporation is:

Darlene Benson  
12 Red Cedar Road  
Fernandina Beach, Florida 32034

**Article VI**  
**Duration**

**Section 6.1. 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 days, exclusive of legal holidays, after they are executed, corporate existence shall commence upon filing by the Department of State.

**Article VII**  
**Purposes**

**Section 7.1. Purposes.** This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

**Article VIII**  
**Directors**

Section 8.1. Number. This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time, but shall never be less than one.

Section 8.2. Initial Directors. The names and street addresses of the initial directors of the corporation are:

Darlene Benson  
12 Red Cedar Road  
Fernandina Beach, Florida 32034

Randy S. Johnson  
28 South 10th Street  
Fernandina Beach, Florida 32034

Section 8.3. 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 directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 8.4. 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 IX**  
**Bylaws**

Section 9.1. 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 X  
Amendment

Section 10.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the 11 day of December 1996.

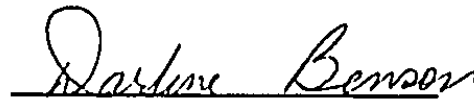
*Darlene Benson*  
DARLENE BENSON

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED  
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the following is submitted:

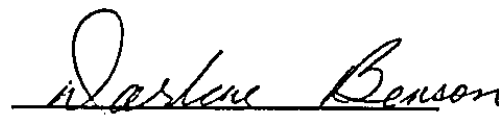
Benson-Johnson, Inc., desiring to organize or qualify under the laws of the State of Florida hereby designates Darlene Benson as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 12 Red Cedar Road, Fernandina Beach, Florida, 32034.

DATED this 11 day of December, 1996.

  
DARLENE BENSON

Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 11 day of December, 1996.

  
DARLENE BENSON

FILED  
96 DEC 12 PM 1:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA