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HAND, DREW, SHOWALTER & MERCIER

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

200 WEST FORSYTH STREET, SUITE 1020

JACKSONVILLE, FLORIDA 32202

TELEPHONE (904) 356-1533 FAX (904) 634-1267

JACK G. HAND, JR.  
LEE F. MERCIER  
JULIE SAIG  
RUSSELL H. SHOWALTER, JR.

HORACE R. DREW, JR.  
OF COUNSEL

November 27, 1996

State of Florida  
Division of Corporations  
P.O. Box 6237  
Tallahassee, Florida 32314

800002018898--5  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: MC/RC Properties, Inc.

Ladies and Gentlemen:

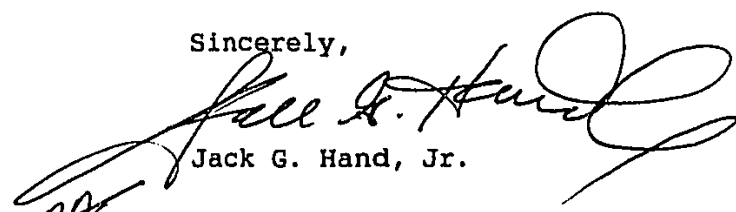
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-12/04/96--01012--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Enclosed for filing is the original fully executed Articles of Incorporation of MC/RC Properties, Inc. Also enclosed is our firm check in the amount of \$70.00 to cover the filing fee of \$35.00 and the registered agent designation fee of \$35.00.

Please file the original Articles immediately and deliver an acknowledgment of the filing through the undersigned in the enclosed, self-addressed, stamped envelope which we have included for that purpose.

If you have any questions concerning this matter, please do not hesitate to contact the undersigned by collect call. Thank you for your assistance.

Sincerely,

  
Jack G. Hand, Jr.

JGH/pm  
enclosure  
(PM13coursenl.ltr)

Dmc  
12/4/96

502

FILED  
95 DEC 26 PM 2:21  
TALLAHASSEE, FLORIDA

**HAND, DREW, SHOWALTER & MERCIER**

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December 24, 1996

Secretary of State  
Division of Corporations  
Attention: Doris McDuffie  
Corporate Specialist Supervisor  
P.O. Box 6237  
Tallahassee, Florida 32314

Re: Letter Number 796A00054483  
Reference Number W96000025422

Dear Ms. McDuffie:

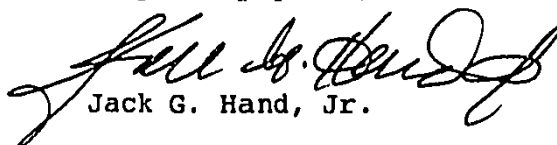
Pursuant to your correspondence of December 4, 1996, indicating that MC/RC Properties, Inc. was not available, and our telephone conversation on Tuesday, I enclose a new Articles of Incorporation for RC/MC Properties, Inc. It is my understanding that you are still holding the \$70.00 for the filing of these Articles of Incorporation, and I would appreciate it if you would file them and deliver an acknowledgment of the filing to the undersigned in the enclosed, self-addressed, stamped envelope which we have included for that purpose.

As I indicated to you, it is important that this corporation be incorporated during 1996. It is my understanding from our conversation that that should not be a problem, and that the corporation will be filed during 1996.

If you have any questions at all concerning this matter, please do not hesitate to contact the undersigned by collect call.

Thank you for your assistance and the information which you furnished to me on this matter.

Very truly yours,

  
Jack G. Hand, Jr.

JGH/pm  
enclosure  
(PM13comron2.ltr)

**ARTICLES OF INCORPORATION  
OF  
RC/MC PROPERTIES, INC.**

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**FILED**  
96 DEC 26 PM 2:21  
SEC. OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming 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 RC/MC PROPERTIES, INC.

**ARTICLE II**

**NATURE OF BUSINESS**

The corporation is organized for the purpose of purchasing, owning, leasing and selling real property, but the Corporation may engage in any activity or business permitted under the laws of the United States or America and of the State of Florida.

**ARTICLE III**

**PRINCIPAL OFFICE**

The principal office and original mailing address of the corporation is 520 Kings Road South, Callahan, Florida 32011.

**ARTICLE IV**

**CAPITAL STOCK**

A. Authorized Capital. This corporation is authorized to issue one thousand (1,000) shares of the par value of one dollar (\$1.00) each, which shall be designated "Common Shares."

B. Preemptive Rights. Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he or she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE V**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 200 West Forsyth Street, Suite 1000, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is Jack G. Hand, Jr.

**ARTICLE VI**

**INCORPORATOR**

The name and address of the person signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
JACK G. HAND, JR.	200 West Forsyth Street, Suite 1000 Jacksonville, Florida 32202

**ARTICLE VII**

**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 by the by-laws of this corporation, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
ROBERT D. COURSON	520 Kings Road South Callahan, Florida 32011
MARTHA A. COURSON	520 Kings Road South Callahan, Florida 32011

**ARTICLE VIII**

**AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 24<sup>th</sup> day of December, 1996.

Signed, sealed and delivered  
in the presence of:

Julie Saieg

JACK G. HAND, JR.

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 24<sup>th</sup> day of  
December, 1996, by **JACK G. HAND, JR.**, who is personally known to me or has  
produced \_\_\_\_\_ as identification.



Julie Saieg  
My Commission CC577804  
Expires Aug. 18, 2000

Julie Saieg  
Notary Public, State of Florida

My Commission Expires:

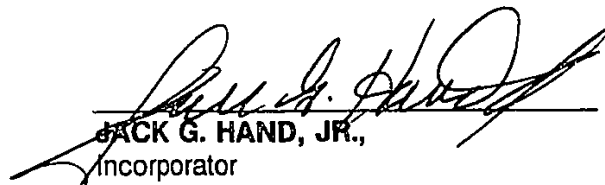
Julie Saieg  
Typed or Printed Name of Notary

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091 AND SECTION 607.0501, FLORIDA  
STATUTES, THE FOLLOWING IS SUBMITTED:

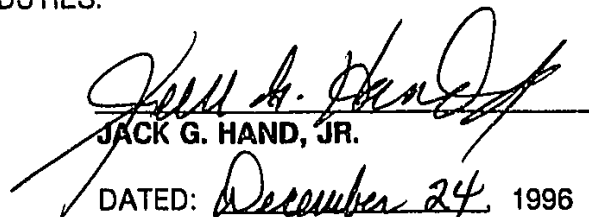
**RC/MC PROPERTIES, INC.**

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF  
FLORIDA AND WITH ITS PRINCIPAL PLACE OF BUSINESS AT 520 KINGS ROAD  
SOUTH, CALLAHAN, FLORIDA 32011, HAS DESIGNATED JACK G. HAND, JR.,  
LOCATED AT 200 WEST FORSYTH STREET, SUITE 1000, CITY OF JACKSONVILLE,  
STATE OF FLORIDA 32202, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS  
WITHIN FLORIDA.

  
JACK G. HAND, JR.,  
Incorporator

DATED: December 24, 1996

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I  
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

  
JACK G. HAND, JR.  
DATED: December 24, 1996