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January 3, 1997

Return to  
PIU ASAP

Attorneys' Title Insurance Fund, Inc.  
Leon Branch  
660 East Jefferson Street, Suite 200  
Tallahassee, Florida 32301

Attn: New Orders

Re: River City Marketing Group, Inc.

Dear Sir/Madam:

In connection with the above-referenced corporation, I have enclosed the following:

1. Original and copy of Articles of Incorporation to be filed with the Florida Department of State;
2. My check in the amount of \$122.50 payable to the Secretary of State for the cost of filing the Articles and obtaining a certified copy of same;
3. My check payable to you in the amount of \$10.00 for your fee in this matter.

Please file the Articles and obtain a certified copy of same. I would also appreciate you faxing to the attention of my secretary, Angie Carter, a copy of the certified copy with the Certificate from the State, and then having the certified copy returned to me at the above address.

Thank you for your assistance and please call me or my secretary, Angie, should you have any questions or require anything further.

Very truly yours,

Griffin Helwig  
GRIFFIN HELWIG

GH/abc  
Encl.

FILED  
97 JAN -7 PM 1:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
97 JAN -7 AM 8 26  
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION  
OF  
RIVER CITY MARKETING GROUP, INC.**

**FILED**  
97 JAN -7 PM 1:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, under the Florida General Corporation Act, adopts the following  
Articles of Incorporation for such corporation:

**ARTICLE I - NAME**

The name of the corporation is **RIVER CITY MARKETING GROUP, INC.**

**ARTICLE II - TERM OF EXISTENCE**

The period of duration of the corporation is perpetual.

**ARTICLE III - NATURE OF BUSINESS**

1. This corporation is organized to transact any lawful business for which corporations may be incorporated under the laws of the State of Florida, and
2. To do such other things as are incidental to the foregoing, or necessary or desirable in order to accomplish the foregoing.

**ARTICLE IV - AUTHORIZED SHARES**

The aggregate number of shares that the corporation shall have the authority to issue is One Thousand (1,000) shares of capital stock for the par value of One (\$1.00) Dollar per share. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial principal office of the corporation is 10301 Nakema Drive, West, Jacksonville, Florida, 32257. The name of the initial registered agent and address of the

registered agent for the corporation is SUSAN STAFFA NEWMAN, 10301 Nakema Drive, West, Jacksonville, Florida, 32257.

#### **ARTICLE VI - DIRECTORS**

The initial Board of Directors shall consist of two (2) members who need not be a resident of the State of Florida or a shareholder of the corporation.

#### **ARTICLE VII - INITIAL DIRECTORS**

The names and addresses of the persons who shall serve as initial Directors until the first annual meeting of the shareholders, or until their successors shall have been elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Deborah Simms Wright	2661 Stonegate Drive Jacksonville, Florida 32223
Susan Staffa Newman	10301 Nakema Drive, West Jacksonville, Florida 32257

The Directors shall be elected in accordance with the By-laws of the corporation.

#### **ARTICLE VIII - INCORPORATOR**

The name and address of the initial incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Susan Staffa Newman	10301 Nakema Drive, West Jacksonville, Florida 32257

#### **ARTICLE IX - AMENDMENT OF ARTICLES OF INCORPORATION**

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders' meeting, with not less than a two-thirds (2/3) vote of the common stock.

#### ARTICLE X - PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such shares of the stock of this corporation as may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the Corporation. The preemptive right of any holder is determined by a ratio of the authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized and issued.

#### ARTICLE XI - DETERMINATION OF CONSIDERATION

The stockholders shall have the right to determine in every instance the consideration for which the shares of the corporation shall be issued.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation on the 2 day of January, 1997.

Susan Staffa Newman  
Susan Staffa Newman

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 2 day of January, 1997, by SUSAN STAFFA NEWMAN, who is personally known to me or produced \_\_\_\_\_ as identification.

Angela B. Carter  
Notary Public, State of Florida

My commission expires:



**ACCEPTANCE OF REGISTERED AGENT**

I hereby accept designation as registered agent of **RIVER CITY MARKETING  
GROUP, INC.**

  
Susan Staffa Newman

**FILED**  
97 JAN -7 PM 1:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA