

LAW OFFICES  
**PURCELL, FLANAGAN & HAY, P.A.**

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225 WATER STREET  
JACKSONVILLE, FL 32202 4427

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

January 30, 1997

TELEPHONE  
(904) 355-0355  
TELECOPIER  
(904) 354-1747

Florida Department of  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: Peaches Holding Company, Inc.  
Drummond Investments Ltd.

500002076465--5  
-02/04/97--01018--001  
\*\*\*1855.00 \*\*\*\*\*70.00

Dear Sir or Madam:

Enclosed for filing is an original and one copy of Articles of Incorporation for Peaches Holding Company, Inc. and an original and one copy of Certificate of Limited Partnership and Affidavit of Capital Contributions of Drummond Investments Ltd. along with our firm check for \$1,855 computed as follows to pay the filing fees and resident agent fees.

Filing Fee	\$ 35.00
Registered Agent Fee	<u>35.00</u>
Total	\$ 70.00
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Filing Fee for Certificate of Limited Partnership	\$1,750.00
Registered Agent Fee	<u>35.00</u>
Total	\$1,785.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JAN 31 PM 4:12

Please stamp and return the copies of the Articles and Certificate to me as soon as possible at the above address using the enclosed Federal Express label.

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Florida Department of State  
January 30, 1997  
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If there are any questions, please call the undersigned at the telephone number shown above.

Sincerely,

  
Clarence F. Frazier

Enclosures

c: Mrs. Alberta Drummond

ARTICLES OF INCORPORATION  
OF  
PEACHES HOLDING COMPANY, INC.

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 Peaches Holding Company, 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 1596 Lancaster Terrace, 4-B, Jacksonville, Florida 32204.

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 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.

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DIVISION OF CORPORATIONS  
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**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:

Thomas K. Purcell  
225 Water Street, Suite 1235  
Jacksonville, Florida 32202

**Article V**  
**Incorporator**

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

Thomas K. Purcell  
225 Water Street, Suite 1235  
Jacksonville, Florida 32202

**Article VI**  
**Duration**

Section 6.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, December 18, 1996 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 one (1) director 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 Director. The name and street address of the initial director of the corporation is:

Thomas K. Purcell  
225 Water Street, Suite 1235  
Jacksonville, Florida 32202

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**

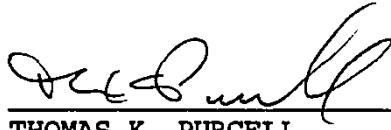
### **Bylaws**

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 18 day of December, 1996.

  
\_\_\_\_\_  
THOMAS K. PURCELL

**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:

Peaches Holding Company, Inc., desiring to organize or qualify under the laws of the State of Florida hereby designates Thomas K. Purcell as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 225 Water Street, Suite 1235, Jacksonville, Florida 32202.

DATED this 18 day of December, 1996.

  
\_\_\_\_\_  
THOMAS K. PURCELL

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 18 day of December, 1996.

  
\_\_\_\_\_  
THOMAS K. PURCELL

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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