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Helen A. Lockhart
18 North Lake Street
Crescent City, FL 32112

FILED
97 FEB 13 AM 9:37
TALLAHASSEE, FLORIDA

February 11, 1997

EFFECTIVE DATE
3-1-97

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-02/13/97--01021--009
***122.50 ***122.50

To whom it may concern:

Please find enclosed my check #425 in the amount of \$122.50, to cover the costs of filing the enclosed Articles of Incorporation for Crescent-Re and certifying and returning the copy to me.

Should you have any questions or need additional information, I may be reached at (904)698-4100.

Thank you,

Helen A. Lockhart

Helen A. Lockhart

FEB 18 1997

ARTICLES OF INCORPORATION
OF
CRESCENT-RE, INC.

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Pursuant to the provisions of Section 607.1007 of the Florida Business Corporation Act, the undersigned corporation, pursuant to a resolution duly adopted by its board of directors, hereby adopts the following Articles of Incorporation:

EXECUTIVE COPY
3-1-97

Article I

NAME

The name of the corporation is:

CRESCENT-RE, INC.

which shall hereafter be called the "corporation."

Article II

PRINCIPAL OFFICE

The principal office of the corporation and the mailing address of the corporation is as follows:

18 N. Lake Street

Crescent City, Florida 32112

The corporation may have such other offices within or without the State of Florida and within or without the United States of America as may be necessary or convenient, as determined by the board of directors of the corporation.

Article III

CORPORATE PURPOSE

The purpose for which the corporation is organized is to engage in any businesses or other activities permitted under the Laws of the United States or the State of Florida.

Article IV

EFFECTIVE DATE OF ARTICLES;

CORPORATE DURATION

The Articles of Incorporation shall be effective on March 1, 1997, provided the Articles are delivered to the Office of the Secretary of State within the time requested by law for such date to be the effective date. If the Articles are not delivered to the Office of the Secretary of State within the statutory time period for such date to be the effective date, then these Articles shall be effective when filed with the Secretary of State. this corporation shall exist perpetually, unless sooner dissolved according to law.

Article V

BOARD OF DIRECTORS

The business of the corporation shall be conducted and managed by a board of directors consisting of not less than two (2) members, as fixed from time to time by the bylaws of the corporation. The board of directors shall be elected by the shareholders, as defined below, but it shall not be necessary that any such director be a shareholder of the corporation. It shall not be necessary for any officer of the corporation, other than the president, to be a director of the corporation.

Article VI

AUTHORIZED CAPITAL STOCK

A. **Total Shares Authorized.** The aggregate number of shares that the corporation shall have authority to issue is ONE HUNDRED (100) shares of common capital stock having a par value of ONE AND NO/100 (\$1.00) DOLLAR per share. No preferred shares are authorized and the corporation is not required to pay dividends.

B. **Voting Rights; Other Rights.** The relative rights, privileges, and limitations of stock shall be in all respects identical, share for share, including the right to receive the net assets of the corporation upon dissolution.

Article VII

POWER OF BOARD OF DIRECTORS

A. In furtherance, and not in limitation, of the powers conferred by statute, and as provided in other portions of these Articles, and in the bylaws, the corporation shall have the power to do any or all of the following, subject to approval by a majority of the board of directors of the corporation:

[1] To conduct its business or any part or parts thereof in the United States of America, In the territories and in the District of Columbia, and in any or all dependencies, colonies, or possessions of the United States of America, and in foreign countries or jurisdictions, without restrictions as to place;

[2] To have one or more offices or agencies, and keep such books of the corporation outside the State of Florida as are not required by law to be kept within this State;

[3] To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles and all amendments thereto and, in general, to carry on any lawful business necessary or incidental to the attainment of the objects of this corporation;

[4] To hold meetings, both of shareholders and directors, either within or without the State of Florida, at such places as may be from time to time designated by the board of directors; meetings of directors and meetings of shareholders may be held upon such notice thereof as may be set forth in the bylaws of the corporation, subject to any statutory restrictions relative thereto, but any requirement as to notice of such meetings that may be set forth in the bylaws of the corporation shall not prevent, and nothing herein shall be construed as preventing, any shareholder or director from waiving notice of any meeting in such manner as may be provided by the Statutes of the State of Florida and by the bylaws of this corporation consistent therewith;

[5] To change from time to time the number of directors of the corporation in the manner provided in the bylaws, subject to any limitation imposed by these articles or any amendment thereto; any vacancy in the board of directors caused by an increase in the number of directors authorized for the corporation, or by death, resignation or other cause, may be filled by a person selected by the directors in office, by the affirmative vote of a majority thereof, and the person chosen to fill any such vacancy shall hold office until the earlier of the following events: the next annual meeting of shareholders or until the director's successor shall have been elected and shall have qualified;

[6] To amend, alter, change or repeal any provision contained in these Articles and to do so in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation;

[7] To confer upon the directors, by provision in the bylaws, powers additional to the foregoing powers and additional to the powers and authorities expressly conferred upon directors by statutes;

[8] In addition to other applications permitted by law, to use and apply its surplus earnings, retained earnings or accumulated profits, or unreserved and unrestricted surplus to the purchase or acquisition of property or its own capital stock from time to time, and to such extent and in such manner and upon such terms as its board of directors shall determine , to return such repurchase stock to the status of being authorized and unissued or to be thereafter sold, issued or disposed of when and in such manner as the board of directors may deem expedient or appropriate; and neither such property nor the capital stock taken in payment or satisfaction of any debt due to the corporation, shall be regarded as profits for the declaration of payment of dividends, unless otherwise determined by a majority of the board of directors.

B. Members of the board of directors or any executive committee shall be deemed present at a meeting of any such board or committee if a conference telephone, or similar communication equipment, by means of which all persons participating in the meeting can hear each other, is used.

Article VIII

MEETINGS OF SHAREHOLDERS

The annual meeting of the shareholders shall be held on such day as may be fixed by the bylaws of the corporation, and the date of such meeting may be changed from time to time in the manner provided in the bylaws. The manner of calling meetings of shareholders shall be fixed

by the bylaws. Regular or special meetings of shareholders may be held from time to time on the dates and in the manner as provided in the bylaws.

Article IX

REGISTERED AGENT

The name of the registered agent of the corporation, and the address at which the registered agent shall maintain a registered office for the corporation are as follows:

Helen A. Lockhart

18 N. Lake Street

Crescent City, FL 32112

Article X

INCORPORATOR/SUBSCRIBER

The name of the incorporator of the corporation and the address of the incorporator at the time this corporation was formed are as follows:

Helen A. Lockhart

18 N. Lake Street

Crescent City, FL 32112

Article XI

LIMITED LIABILITY OF SHAREHOLDERS

The private property of the shareholders shall not, to any extent, be subject to or liable for the payment of the corporation's debts.

Article XII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

The corporation shall indemnify any person who was or is a party or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that the party is or was a director or officer of the corporation, or is or was serving at the request of the corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgements, fines, and amounts paid in settlement, actually or reasonably incurred by him or her in connection with such action, suit or proceeding, including any appeal thereof, if the director or officer acted in good faith and in a manner the director or officer reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe such conduct was unlawful. This obligation shall extend to any action by or in the right of the corporation to procure judgements in its favor, except that no indemnification shall then be made in respect of any claim, issue, or matter as to which such person is adjudged derelict in the performance of such duty of the corporation, unless, and only to the extent that, the court in which such action or suit was brought shall determine upon application by the board of director of the corporation that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity in view of all the circumstances of the case. The foregoing right of indemnification shall not be exclusive of any rights to which any director or officer may be entitled as a matter of law.

Article XIII

CONFLICT OF INTEREST PERMITTED

A. When Conflict of Interest is Permitted. No contract, act or transaction between the corporation and any other firm or corporation shall be in any way affected by the fact that any one or more of the directors or officers of this corporation is or are interested in, or is a member, director, officer, or shareholder or are members, directors, or shareholders of the other firm or corporation, provided there is no fraud involved and that the interest of the member, officer, director, shareholder in the other firm or corporation is disclosed to this corporation, and either: [1] the contract, act or transaction is approved by a majority of board of directors or committee which authorizes, approves or ratifies the contract or transaction, without counting the votes of the interested director(s), or [2] the contract, act or transaction is approved by a majority of the shareholders entitled to vote without counting the votes of shareholders controlled by the interested officer(s) or director(s), or [3] the contract, act or transaction is fair and reasonable as to the corporation at the time it is authorized by the board of directors, including the votes of the interested director(s), or by a committee which authorizes, approves or ratifies the contract, act or transaction, including the votes of the committee members which are controlled by interested officer(s) or director(s), or by the shareholders entitled to vote, including the votes of the shareholder(s) controlled by the interested officer(s) or director(s). Directors and shareholders interested in the contracts or transactions described above may be present at the meetings at which time approval or ratification is to be discussed and voted upon, and their presence may be counted for the determination of a quorum.

B. Effect of Permitted Conflict of Interest on Directors and Officers. No

director or officer of the corporation shall be liable to account to the corporation for any profit or other benefit realized by that director or officer as a result of any contract, act or transaction between that director or officer and this corporation or any other firm or corporation, and such officer or director is hereby relieved from any liability to the corporation that might otherwise exist as a result of such contract, act or transaction, provided the contract, act or transaction and the interest of the director or officer are fully disclosed to the corporation and approved as provided above.

I, the undersigned, being the original subscriber to this Certificate of Incorporation and to the capital stock of Crescent-Re, Inc., as herein set forth, do hereby make and file this Certificate, hereby declaring and certifying that the facts herein stated are true.

Crescent-Re, Inc.

By: Helen A. Lockhart

Helen A. Lockhart, Subscriber

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: Helen A. Lockhart

Helen A. Lockhart, Registered Agent

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