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PURCELL, FLANAGAN & HAY, P.A.

SUITE 1235
ONE ENTERPRISE CENTER
225 WATER STREET
JACKSONVILLE, FL 32202-4427

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

HANS G. TANZLER, III
OF COUNSEL

March 21, 1997

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

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

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-03/24/97--01185--007
*****70.00 *****70.00

RE: Benson & Bradley, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of Articles of Incorporation for Benson & Bradley, 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 /eb

JLH/eb
enclosures
c: Ms. Darlene Benson

F:\APPS\WP51\WORK\ELIZAVIA\BENSON-DB&D\DEPTST LTR

FILED
STATE
SECRETARY OF
CORPORATIONS
97 MAR 24 PM 1:17

03/27/97

EFFECTIVE DATE

3/21/97

ARTICLES OF INCORPORATION
OF
BENSON & BRADLEY, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 MAR 24 PM 1:17

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 & Bradley, 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 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 L. 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 L. 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.

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:

Darlene L. Benson
12 Red Cedar Road
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 21st day of MARCH, 1997.

Darlene L. Benson
DARLENE L. BENSON

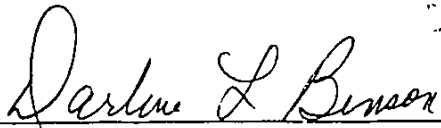
CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA

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

Benson & Bradley, Inc., desiring to organize or qualify under the laws of the State of Florida hereby designates Darlene L. 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.

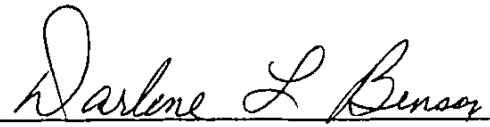
DATED this 21st day of March, 1997.

RECEIVED
MAR 21 1997
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
FLORIDA
NORTH DISTRICT


DARLENE L. 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 21st day of March, 1997.


DARLENE L. BENSON