

DALE, BALD & ALTES

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

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March 24, 1997

200 West Forsyth

* ALSO ADMITTED IN GEORGIA

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

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-04/01/97--01094--004
*****70.00 *****70.00

Attention: Ms. Doris McDuffie

Dear Ms. McDuffie:

I am enclosing the following documents:

- (1) Original and one copy of Articles of Incorporation of R. A. Frey & Associates, Inc. This new corporation is to begin its existence upon filing of the Articles.
- (2) Original and one copy of Certificate naming Agent upon whom process may be served.
- (3) Firm check in the amount of \$70.00.

I am enclosing a check to your order in the amount of \$70.00. The \$70.00 is for the filing fee of \$35.00 with respect to the Articles of Incorporation of R. A. Frey & Associates, Inc.; and the filing fee of \$35.00 for Certificate designating Registered Agent for the corporation.

I have also enclosed a copy of the Articles of Incorporation and request that the same be stamped as filed and returned to me in the envelope provided.

Sincerely yours,

Julie Saieg
Julie Saieg

Dmp
3/28/97

JS/dfe
Enclosures

FILED
97 MAR 26 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

R. A. FREY & ASSOCIATES, INC.

FILED

97 MAR 26 PM 4:01

SECRETARY 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 R. A. FREY & ASSOCIATES, INC.

Article II

Nature of Business

This corporation is organized for the purpose of offering business consulting services to individuals, corporations and partnerships, and for the purpose of transacting any or all lawful business.

Article III

Principal Office

The initial principal office and mailing address of the corporation is 9928 Deercreek Club Road, East, Jacksonville, Florida 32256.

Article IV

Capital Stock

A. Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

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 already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

C. Restrictions on Transfer of Stock. Shares of capital stock of this corporation shall be issued initially to the following persons, in the amounts shown:

<u>NAME</u>	<u>SHARES</u>
Robert A. Frey	501

Shares held by the stockholders listed above, as well as any other person acquiring the capital stock of this corporation after the filing of these Articles of Incorporation, may not be resold, assigned, pledged or otherwise transferred to any other person unless such shares are first offered to the other shareholders or all shareholders consent, in writing, to the pledge or assignment. Other restrictions on the sale, transfer, or encumbrance of the stock, including the price and terms at which, and the time within which, such shares may be offered and sold, may be further specified by bylaw provision or by written agreement among all of the shareholders of this corporation.

Article V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 200 West Forsyth Street, Suite 1100, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is Lee F. Mercier, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping the registered office open for service of process.

Article VI

Directors

A. Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

B. Initial Directors. The name and street address of the member of the first board of directors of the corporation is:

<u>NAME</u>	<u>STREET ADDRESS</u>
Robert A. Frey	9928 Deercreek Club Road, East Jacksonville, Florida 32256

C. Director 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 director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Article VII

Bylaws

The bylaws of the corporation shall be adopted, altered, amended and repealed from time to time by the board of directors.

Article VIII

Incorporator

The name and address of the incorporator of this corporation is:

Lee F. Mercier
200 West Forsyth Street, #1100
Jacksonville, Florida 32202

Article IX

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.

Article X

Indemnification

This corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereafter enacted.

IN WITNESS WHEREOF, the incorporator has executed these Articles this 21st day of March, 1997.

Lee F. Mercier

Lee F. Mercier

STATE OF FLORIDA)
) ss
COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this 21st day of March, 1997, by Lee F. Mercier, who is personally known to me. identification.

Donna F. Edwards

Notary Public, State of Florida
at Large

My Commission Expires:

Donna F. Edwards

Typed or printed name of Notary



DONNA F. EDWARDS
MY COMMISSION # CC432661 EXPIRES
January 29, 1999
BONDED THRU TRY FAIR INSURANCE, INC.

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

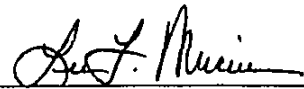
FILED

97 MAR 26 PM 4:01

SECRET
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

In compliance with Sections 48.091 and 607.050 Statutes, the following is submitted:

That R. A. FREY & ASSOCIATES, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Jacksonville, State of Florida, has named Lee F. Mercier, located at 200 West Forsyth Street, Suite 1100, Jacksonville, Florida 32202, City of Jacksonville, State of Florida, as its agent to accept service of process within Florida.



Incorporator

Date: 3-21-97

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.



Registered Agent

Date: 3-21-97