

P 97 0000 41697

Bagby Performance Corporation  
3368 Cormorant Cove Drive  
Jacksonville, Florida 32223

DEAR CORPORATIONS DIVISION

Please find enclosed:

1. An original Articles of Incorporation and one copy for the above named corporation.
2. A check in the amount of \$70.00 for filing fees.

A certified copy is not requested. Please return a copy with date stamp and Secretary's stamp.

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

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FILED

JACKSONVILLE, FLORIDA

Please send responses or receipts concerning this filing to the above address. Thank you very much.

May 3, 1997

Terry L. Bagby

*Terry L. Bagby*

5. 1997

ARTICLES OF INCORPORATION  
of

Bagby Performance Corporation

Pursuant to Chapter 607 of the Florida Business Corporation Act, the undersigned incorporator submits these articles of incorporation for the purpose of forming a for-profit corporation.

Article 1. The name of the Corporation is:

Bagby Performance Corporation.

Article 2. The principal place of business and mailing address of this corporation is:

3368 Cormorant Cove Drive, Jacksonville, Florida 32223

Article 3. The corporation is authorized to issue one class of stock, that being 1,000 shares of no par value, common stock, with identical rights and privileges, the transfer of which is restricted according to the bylaws of the corporation.

Article 4. The name and address of the corporation's initial registered agent is:

Terry L. Bagby 3368 Cormorant Cove Drive, Jacksonville, Florida 32223

Article 6. No Director shall be held liable to the corporation or it's shareholders for monetary damages due to a breach of fiduciary duty, unless the breach is a result of self-dealing, intentional misconduct, or illegal actions.

In witness whereof, the undersigned incorporator has executed the Articles of Incorporation on the date below. The undersigned incorporator hereby declares, under penalty of perjury, that the statements made in the forgoing Articles of Incorporation are true, and that the incorporator is at least eighteen years of age.

May 3, 1997

Name of Incorporator: Terry L. Bagby

*Terry L. Bagby*

**CERTIFICATE OF DESIGNATION  
OF  
REGISTERED OFFICE AND REGISTERED AGENT**

Pursuant to section 607.0501 of The Florida Business Corporation Act, the undersigned Corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

1. The name and address of the corporation's registered agent and registered office is:

Terry L. Bagby  
3368 Cormorant Cove Drive  
Jacksonville, Florida 32223

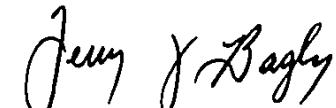
TALLAHASSEE, FLORIDA

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Having been named as the registered agent and 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.

Terry L. Bagby



May 3, 1997