

P97000045221
PAUL B. HAZLETT

FILED

97 MAY 15 PM 2:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 14, 1997

RE: Initial Filing for Pro Forma Management, Inc.

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

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-05/15/97--01045--004
****122.50 ****122.50

Dear Sir or Madam:

EFFECTIVE DATE

Please find enclosed the following with respect to the referenced filing:

5-8-97

1. Original Articles of Incorporation of Pro Forma Management, Inc.,
2. Copy of the Articles of Incorporation to be returned as certified copy, and
3. Check in the amount of \$122.50 for the Filing Fee, Registered Agent Designation and Certified Copy of the Articles of Incorporation drawn on the account of Paul B. Hazlett, a subscriber.

Please return the certified copy of the Articles of Incorporation to the address below. You may reach me with any questions or comments at the telephone and fax numbers listed below.

Thank you for your consideration and assistance.

Sincerely,



Paul B. Hazlett

Enclosures (3)

Paul H. GAVE
AUTHORIZATION BY PHONE TO
CORRECT EFFECTIVE DATE
DATE 5-21-97
DOC. EXAM JN

1230 Belvedere Avenue
Jacksonville, Florida 32205
904-388-4384
Fax: 904-388-4384

ARTICLES OF INCORPORATION
OF
PRO FORMA MANAGEMENT, INC.

FILED
97 MAY 15 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
5-8-97

The undersigned, being of the age of eighteen years or more, do hereby make and acknowledge these Articles of Incorporation (the "Articles") for the purpose of forming a business corporation under and by virtue of the laws of the State of Florida.

FIRST: The name of this corporation is Pro Forma Management, Inc. (the "Corporation").

SECOND: The principal office of the Corporation is located at 1230 Belvedere Avenue, Jacksonville, Florida 32205.

The street address of the registered office of the Corporation is the same as that of the principal office, and the name of the registered agent of the Corporation at that address is Paul B. Hazlett.

THIRD: The Corporation is to have perpetual existence, which shall commence effective May 8, 1997.

FOURTH: The general nature of the business or businesses to be transacted shall be to do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles, or necessary or incidental to the benefit and protection of the Corporation, and to transact any lawful business and to exercise all powers granted to corporations by the laws of the State of Florida, including but not limited to:

- i) To acquire, to pay for in cash, stock or bonds of the Corporation or otherwise, the good will, rights, assets and property, and to undertake to assume the whole or any part of the obligations or liabilities, of any person, firm, association or corporation;
- ii) To issue bonds, debentures or obligations of the Corporation from time to time, for any of the objects or purposes of the Corporation, and to secure the same by mortgage, pledge, deed of trust, or otherwise;
- iii) To conduct business, have one or more offices, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, within or without the State of Florida;
- iv) To take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to the Corporation;
- v) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by, any other corporation of this state or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership including the right to vote such stock;
- vi) To purchase, hold, sell and transfer shares of its own capital stock, provided that the Corporation shall not purchase any of its own capital stock except from the surplus of its assets over liabilities including capital,

and further provided that shares of its own capital stock owned by the Corporation shall not be voted directly or indirectly, or counted as outstanding for the purpose of any stockholders' quorum or vote;

- vii) To contract debts and borrow money at such rates of interest, not to exceed the lawful interest rate, and upon such terms as it or its Board of Directors may deem necessary or expedient and shall authorize or agree upon, issue and sell bonds, debentures, notes and other evidences of indebtedness, whether secured or unsecured, and execute such mortgages, or other instruments upon or encumbering its property or credit to secure the payment of money borrowed or owing by it, as occasion may require and the Board of Directors deem expedient; and
- viii) To make gifts for educational, scientific or charitable purposes.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the Corporation.

FIFTH: The maximum number of shares with par value that the Corporation is authorized to have outstanding at any one time is One Hundred Thousand (100,000) shares of the par value of One Dollar (\$1.00) each. The capital stock of the Corporation may be issued pursuant to a plan as contemplated by Section 1244 of the Internal Revenue Code of 1986; the directors, officers and stockholders of the Corporation are authorized to adopt such a plan.

SIXTH: The minimum amount of capital with which the Corporation will begin business is Two Thousand Dollars (\$2,000.00).

SEVENTH: Every stockholder shall have a preemptive right to acquire pro rata additional shares when issued or authorized, including treasury shares.

EIGHTH: The number of directors shall not be less than one (1), but may be such greater number as may be elected by the stockholders from time to time.

NINTH: The names and post office addresses of the members of the first Board of Directors, who shall hold office for the first year of the existence of the Corporation or until their successors are elected or appointed and have qualified, are:

| <u>NAMES</u> | <u>POST OFFICE ADDRESSES</u> |
|----------------------|--|
| Charles M. Carpenter | 385 Oldfield Drive Orange Park, Florida |
| Paul B. Hazlett | 1230 Belvedere Avenue Jacksonville, Florida 32205 |

TENTH: In furtherance, and not in limitation, of the powers conferred by statute, the Board of Directors is expressly authorized:

- i) To make and alter the bylaws of the Corporation.
- ii) To fix the amount to be reserved as working capital over and above its capital stock paid in, and to authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation.
- iii) To determine and fix the compensation of officers, directors, agents and employees of the Corporation; to adopt any profit-sharing plan, pension or deferred compensation plan or program or any stock option plan or program or any other benefit plan or program, and to determine the contributions to be made by the Corporation thereto; to enter into employment contracts with officers, directors, agents and employees of the Corporation and to provide therein for regular compensation, bonuses, stock options, deferred compensation and retirement and other benefits. The interest of any director in any of the foregoing matters shall not disqualify such director from participation in the consideration of such matter or from voting thereon and shall not affect the validity of any action of the Board of Directors in respect of such matters.
- iv) In accordance with the provisions of Florida Statutes, to designate from among its members an Executive Committee which shall have and may exercise all the authority of the Board of Directors, except as limited by applicable statutory provisions.
- v) From time to time to determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Corporation (other than the stock book), or any of them, shall be open to the inspection of stockholders; no stockholder shall have any right of inspecting any account, book or document of the Corporation except as conferred by statute, unless authorized by a resolution of the stockholders or directors.
- vi) Pursuant to the affirmative vote of stockholders of record holding stock in the Corporation entitling them to exercise at least a majority of the voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of stockholders of record holding stock in the Corporation entitling them to exercise at least a majority of the voting power, the Board of Directors shall have power and authority at any meeting to sell, lease or exchange all of the property and assets of the Corporation, including its good will and its corporate franchise, or any property or assets essential to the business of the Corporation, upon such terms and conditions as its Board of Directors deem expedient and for the best interests of the Corporation.
- vii) The Corporation may in its bylaws confer powers upon its directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon them by statute.

ELEVENTH: Both stockholders and directors shall have the power, if the bylaws so provide, to hold their meetings, and to have one or more offices, within or without the State of Florida, and to keep the books of the Corporation (subject to the provisions of applicable statutes) inside or outside of the State of Florida at such places as may be from time to time designated by the Board of Directors.

Any action of the stockholders of the Corporation may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the persons who would be entitled to vote upon such action at a meeting; all such consents shall be filed with the Secretary, or if no Secretary has been chosen, the President, of the Corporation and maintained as part of the corporate records. Such consent shall have the same force and effect as a unanimous vote of the stockholders at a meeting.

Action taken by the Board of Directors without a meeting shall also nevertheless constitute board action, with the same force and effect as though taken by unanimous vote of the directors at a meeting, if written consent to the action in question is signed by all of the directors and filed with the minutes of the proceedings of the Board of Directors, whether done before or after the action so taken.

TWELFTH: The officers of the Corporation shall include a President, a Secretary, and a Treasurer, and may also include Executive Vice President(s), Vice President(s), and such other officers, assistant officers and agents as may be deemed necessary by the Board of Directors. Such officers, agents and factors shall be chosen in such manner, hold their office for such term, and have such powers and duties as may be prescribed by the bylaws or determined by the Board of Directors. Any person may hold two or more offices, except that the President shall not also be the Secretary or an Assistant Secretary of the Corporation.

The names, titles and post office addresses of the officers of the Corporation are as follows:

| <u>NAMES</u> | <u>POST OFFICE ADDRESSES</u> |
|--|--|
| Charles M. Carpenter: President and Treasurer | 385 Oldfield Drive Orange Park, Florida |
| Paul B. Hazlett: Executive Vice President and Secretary | 1230 Belvedere Avenue Jacksonville, Florida 32205 |

THIRTEENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

FOURTEENTH: The names and post office addresses of each of the subscribers of these Articles are as follows:

| <u>NAMES</u> | <u>POST OFFICE ADDRESSES</u> |
|----------------------|--|
| Charles M. Carpenter | 385 Oldfield Drive Orange Park, Florida |
| Paul B. Hazlett | 1230 Belvedere Avenue Jacksonville, Florida 32205 |

WE, THE UNDERSIGNED, being each of the original subscribers hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Florida, do make, subscribe, acknowledge, and file these Articles, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands and seals as of the 3rd day of May, 1997.

Signed, sealed and delivered in the presence of:

SUBSCRIBER:

LINDA S. MORROW
Linda S. Morrow
Shad B. Morrow
Linda S. Morrow
Linda S. Morrow
Shad B. Morrow
Linda S. Morrow

Charles M. Carpenter
Charles M. Carpenter

Paul B. Hazlett
Paul B. Hazlett

State of Florida
County of Duval

BE IT REMEMBERED, that on this 14 day of May, 1997, personally appeared before me, a Notary Public for the State of Florida, Charles M. Carpenter, a party to the foregoing articles of incorporation, known to me personally to be such, who acknowledged the foregoing articles to be his free act and deed and that the facts stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.

SEAL:

Paul B. Hazlett
Notary Public



JANE M HAZLETT
My Commission CC643081
Expires Mar. 28, 2000

State of Florida
County of Duval

BE IT REMEMBERED, that on this 14 day of May, 1997, personally appeared before me, a Notary Public for the State of Florida, Paul B. Hazlett, a party to the foregoing articles of incorporation, known to me personally to be such, who acknowledged the foregoing articles to be his free act and deed and that the facts stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.

SEAL:

Teresa A. Stockman
Notary Public



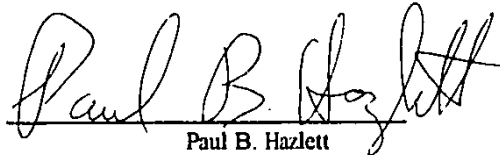
TERESA A STOCKMAN
My Commission CC455108
Expires Apr. 25, 1999
Bonded by ANB
800-652-5878

**CERTIFICATE NAMING
REGISTERED OFFICE AND REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED**

FILED
97 MAY 15 PM 2:17
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

- 1) That PRO FORMA MANAGEMENT, INC., a corporation duly organized and existing under the laws of the State of Florida, with its principal place of business and Registered Office at 1230 Belvedere Avenue, Jacksonville, FL 32205, has named Paul B. Hazlett, located at the Registered Office, as its Registered Agent to accept service of process within Florida.
- 2) 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, and I accept the duties and obligations of Section 607.0505, Florida Statutes.


Paul B. Hazlett

RECEIVED
5-8-97