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MAHONEY ADAMS & CRISER

FAX NO 904 38266

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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: MAHONEY ADAMS & CRISER, P.A.

ACCT#: 076226003514

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NAME: PECKERS, INC.

AUDIT NUMBER.....H97000010159

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

June 19, 1997

CORINNE P. MCCLURE  
ADAMS & CRISER, P.A.  
P. O. BOX 4099  
JACKSONVILLE, FL 32201

The name PECKERS, INC. has been reserved for 120 days beginning June 19, 1997. The reservation number is R97000003003 and this reservation is NONRENEWABLE.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will AGAIN be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Tammy Hampton

Letter number: 297A00032879

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Division of Corporations - P.O. BOX 6827 - Tallahassee, Florida 32314

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## ARTICLES OF INCORPORATION

OF

PECKERS, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE IName and Duration

The name of the Corporation shall be PECKERS, INC. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE IIPrincipal Office

The address of the principal office of the Corporation in the State of Florida is 4433 Queensway Drive, in the City of Jacksonville 32257.

ARTICLE IIIRegistered Office and Agent

The address of the initial registered office in the State of Florida is 4433 Queensway Drive, in the City of Jacksonville, County of Duval. The name of the initial registered agent at such address is Christopher R. Dalton.

Prepared by Gregory K. West, Esq.  
Mahoney Adams & Criser, P.A.  
P. O. Box 4099  
Jacksonville, FL 32201  
(904) 354-1100  
Attorney No. 0381764

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#### ARTICLE IV

##### Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

#### ARTICLE V

##### Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is One Thousand (1,000) shares of Common Stock ("Common Stock") \$0.01 par value per share.

#### ARTICLE VI

##### Incorporator

The name and street address of the incorporator to these Articles of Incorporation is:

##### Name

##### Address

RAX CO.

c/o Mahoney Adams & Criser, P.A.  
3300 Barnett Center  
Jacksonville, FL 32202

#### ARTICLE VII

##### Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

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2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

<u>Name</u>	<u>Address</u>
Christopher R. Dalton	4433 Queensway Drive Jacksonville, FL 32257
Alicia Elaine Malch	4433 Queensway Drive Jacksonville, FL 32257

#### ARTICLE VIII

##### Amendment

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

#### ARTICLE IX

##### Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not 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 Board of Directors.

#### ARTICLE X

##### Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

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ARTICLE XI

Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned incorporator has executed these Articles of Incorporation this 19th day of June, 1997.

RAX CO., a Florida corporation

By: 

Halcyon E. Skinner, President

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REGISTERED AGENT CERTIFICATE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is PECKERS, INC.
2. The name and address of the registered agent and office is:

Christopher R. Dalton  
4433 Queensway Drive  
Jacksonville, Florida 32257

Having been named as 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.

  
Christopher R. Dalton

DATED: June 19, 1997

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