

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUL 14 AM 10:39

P97000060732

Brown & Stanford
Company, Inc

400002236824--1
-07/14/97--01004--029
*****70.00 *****70.00

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Name Reservation _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

Signature _____

Requested by: LS 7/14 9:10
Name: _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

RECEIVED
97 JUL 14 AM 10:01
DIVISION OF CORPORATIONS

RP
7-14-97

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JUL 14- AM 10:39

ARTICLES OF INCORPORATION
OF
BROWN & STANFORD COMPANY, INC.

ARTICLE I. NAME

The name of this Corporation is:

BROWN & STANFORD COMPANY, INC.

ARTICLE II. NATURE OF BUSINESS

The nature of the business to be transacted by this corporation is any lawful act under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) shares of One Dollar (\$1.00) par value voting common stock.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall begin existence when these articles are duly filed, and it shall exist perpetually thereafter.

ARTICLE V. ADDRESS

The initial registered address of the principal office of this corporation in the State of Florida is 1525-1 Romney Street, Jacksonville, Florida 32211. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI. DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time, pursuant to by-laws adopted by the directors, but shall never be less than two (2), nor more than five (5) in number. The names and addresses of the members of

the first Board of Directors are:

Clarence H. Brown
1525-1 Romney Street
Jacksonville, Florida 32211

John C. Stanford, Jr.
1525-1 Romney Street
Jacksonville, Florida 32211

ARTICLE VII. REGISTERED AGENT

The name and street address of the initial registered agent of this corporation, upon whom service of process may be made, is as follows:

Clarence H. Brown
1525-1 Romney Street
Jacksonville, Florida 32211

ARTICLE VIII. INCORPORATORS

The names and addresses of the incorporators to these Articles of Incorporation are:

Clarence H. Brown
1525-1 Romney Street
Jacksonville, Florida 32211

John C. Stanford, Jr.
1525-1 Romney Street
Jacksonville, Florida 32211

ARTICLE IX. AMENDMENTS

1. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the corporation's board of directors and proposed by them to the corporation's stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders of the corporation sign a written statement manifesting their intention that a certain amendment to these articles of incorporation be made.

2. The initial by-laws of this corporation shall be adopted by the board of directors. The by-laws may be amended from time to time as provided therein.

3. Ownership of stock shall not be required to make any person eligible to serve either as an officer or director of this corporation.

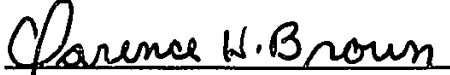
4. Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present

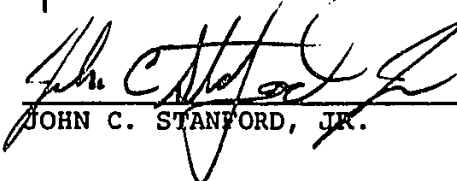
in person at any meeting of the board of directors shall conclusively be deemed to have received proper notice of such meeting unless he or she shall make objection at such meeting to any defect or insufficiency of notice.

5. 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 X. INDEMNIFICATION

The corporation shall indemnify any director, officer, or employee, or former director, officer, or employee of the corporation, or any person who may have served at its request as a director, officer, or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by such person in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been such director, officer or employee, except in relation to matters as to which he or she shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. The corporation may also reimburse any director, officer or employee for the reasonable costs of settlement or any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the directors not involved in the matter in controversy (whether or not a quorum) that it was to the interests of the corporation that such settlement be made and that such director, officer, or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such director, officer or employee may be entitled under by-law, agreement, vote of shareholders or otherwise.


CLARENCE H. BROWN


JOHN C. STANFORD, JR.


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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that BROWN & STANFORD COMPANY, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Jacksonville, County of Duval, State of Florida, has named Clarence H. Brown, 1525-1 Romney Street, Jacksonville, Florida 32211, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Clarence H. Brown
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 14 AM 10:39