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RICHARD P. MARKS (1976-1942)  
SAM R. MARKS (1955-1973)  
HARRY T. GRAY (1990-1975)  
FRANCIS P. CONROY, II (1912-1991)  
DELBRIIDGE L. GIBBS (1917-1992)

July 22, 1997

Florida Department of State  
Division Of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Re: A.G. Bill, Inc.

600002246536--7  
-07/24/97--01059-013  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

Enclosed on behalf of the above-referenced corporation are two originals of Articles of Incorporation. Please file one (1) original of the Articles, certify the other original and return the same to us. We have enclosed our client's check in the amount of \$122.50, representing the filing fee for the Articles (\$35.00), the fee for a certified copy (\$52.50) and the fee for designation of a Registered Agent (\$35.00).

Please do not hesitate to contact the undersigned if you have any questions regarding this matter.

Very truly yours,

*Randal C. Fairbanks*

Randal C. Fairbanks

RCF/  
Enclosures

JUL 25

BSB

FILED  
97 JUL 24 PM 3:18  
TALLAHASSEE, FLORIDA  
STATE

**ARTICLES OF INCORPORATION  
OF  
A. G. BILL, INC.**

**FILED**  
97 JUL 24 PM 3:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I  
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of this Corporation is "A.G. BILL, INC." Its principal place of business is 482 Jacksonville Drive, Jacksonville Beach, Florida 32250.

**ARTICLE II  
NATURE OF BUSINESS**

This Corporation is organized for the purpose of engaging in and transacting any or all lawful business permitted under the laws of the State of Florida or any other state and of the United States.

**ARTICLE III  
CAPITAL STOCK**

This Corporation is authorized to issue ten thousand (10,000) shares of common stock having a par value of One Dollar (\$1.00) per share, which shares shall be and hereby are designated as "Common Shares".

**ARTICLE IV  
TERM OF EXISTENCE**

The term for which this Corporation shall exist shall be perpetual, commencing on the date of the filing of these Articles.

**ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this Corporation in the State of Florida is Suite 800, 1200 Riverplace Boulevard, Jacksonville, Florida 32207, and the name of the initial registered agent of this Corporation at that address is Randal C. Fairbanks. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

**ARTICLE VI  
INITIAL BOARD OF DIRECTORS**

This Corporation shall have three (3) Directors initially. The number of Directors may be increased or diminished, from time to time, by amendment to the Bylaws, but in no event shall the number of Directors be reduced below one (1). The names and addresses of the initial Directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Carl S. Burak	482 Jacksonville Drive Jacksonville Beach, Florida 32250
Kent O. W. Steen	482 Jacksonville Drive Jacksonville Beach, Florida 32250
Michael Charest	482 Jacksonville Drive Jacksonville Beach, Florida 32250

#### ARTICLE VII INCORPORATOR

The name and address of the Incorporator of this Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Randal C. Fairbanks	Suite 800, 1200 Riverplace Boulevard Jacksonville, Florida 32207

#### ARTICLE VIII BYLAWS

Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the Corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaws shall not be altered, repealed or amended by the Board of Directors.

#### ARTICLE IX AMENDMENTS

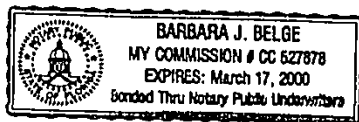
These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the Corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set his hand and affixed his seal this 22<sup>nd</sup> day of July, 1997.

 (SEAL)  
Randal C. Fairbanks, Incorporator

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 22 day of July, 1997, by Randal C. Fairbanks, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did take an oath.



NOTARY PUBLIC:

Barbara J. Belge

print BARBARA J. BELGE

My Commission No. \_\_\_\_\_

State of Florida at Large (Seal)

My Commission Expires: \_\_\_\_\_

CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF  
REGISTERED AGENT OF  
A. G. BILL, INC.

Pursuant to Sections 48.091 and 607.034, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon A. G. Bill, Inc., a Corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named Corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said Corporation, which Registered Office is located at Suite 800, 1200 Riverplace Boulevard, Jacksonville, Florida, 32207.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal at Jacksonville, Duval County, Florida, on this 22<sup>nd</sup> day of July, 1997.

Randal C. Fairbanks

Randal C. Fairbanks  
Registered Agent