

P970000064752

JULY 17, 1997

DEAR SIR:

PLEASE FIND ENCLOSED ARTICLES OF INCORPORATION FOR CANDLER
MARKETING GROUP, INC. THE PHONE NUMBER IS (904) 280 - 9804.
PLEASE FIND ALSO ENCLOSED A CHECK FOR 70.00 FOR THE FILING
FEE. I HAVE ENCLOSED AN EXTRA COPY OF THE ARTICLES OF
INCORPORATION, PLEASE STAMP THEM FILED AND RETURN THEM.

SINCERELY,

R. Carl B. #

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*****70.00 *****70.00

RECEIVED
8-1-97

97 JUL 24 AM 9:24
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
CANDLER MARKETING GROUP, INC.

THE UNDERSIGNED INCORPORATOR OF THESE ARTICLES OF INCORPORATION IS A NATURAL PERSON COMPETENT TO CONTRACT AND HEREBY FORMS A CORPORATION FOR PROFIT UNDER THE GENERAL CORPORATION ACT AND OTHER LAWS OF THE STATE OF FLORIDA.

ARTICLE I. NAME

THE NAME OF THIS CORPORATION IS CANDLER MARKETING GROUP, INC.

ARTICLE II. COMMENCEMENT

THIS CORPORATION WILL EXIST EFFECTIVE AUGUST 01, 1997.

ARTICLE III. DURATION

THIS CORPORATION IS TO EXIST PERPETUALLY.

ARTICLE IV. PURPOSE

THIS CORPORATION IS ORGANIZED FOR THE PURPOSE OF TRANSACTING ANY OR ALL LAWFUL BUSINESS.

ARTICLE V. CORPORATION POWERS

THIS CORPORATION SHALL HAVE THE POWER TO DO ANYTHING NECESSARY AND PROPER FOR THE ACCOMPLISHMENT OR FURTHERANCE OF ANY PURPOSES OR OBJECTS OF THIS CORPORATION ENUMERATED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT THEREOF, NECESSARY OR INCIDENTAL TO THE ACCOMPLISHMENT OR FURTHERANCE OF THE PURPOSES OR OBJECTS OF THIS CORPORATION AND TO HAVE, IN FURTHERANCE OF THE CORPORATE PURPOSE, ALL OF THE POWERS CONFERRED UPON CORPORATIONS ORGANIZED UNDER THE FLORIDA GENERAL CORPORATION ACT.

SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUL 24 AM 9:25

EXPIRATION DATE
8-1-97

ARTICLE VI. CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO ISSUE IS 100 SHARES OF COMMON STOCK HAVING A PAR VALUE OF \$ 1.00 PER SHARE. THE BOARD OF DIRECTORS IS AUTHORIZED TO ISSUE "SECTION 1244 STOCK" AS DEFINED BY SECTION 1244 OF THE INTERNAL REVENUE CODE.

ARTICLE VII. INITIAL PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT

THE ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION IS 101 TORTUGA LANE, PONTE VEDRA BEACH, FL 32082; THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS 101 TORTUGA LANE, PONTE VEDRA BEACH, FL 32082; AND THE NAME OF THE INITIAL REGISTERED AGENT AT THAT ADDRESS IS ROBERT CANDLER, III. THE STOCKHOLDERS SHALL HAVE THE POWER TO ESTABLISH BRANCH OFFICES, AND TO MOVE THE PRINCIPAL OFFICE TO ANY OTHER ADDRESS IN FLORIDA.

ARTICLE VIII. INCORPORATOR

THE NAME AND ADDRESS OF THE PERSON SIGNING THESE ARTICLES IS:

ROBERT CANDLER, III

101 TORTUGA LANE

PONTE VEDRA BEACH, FL 32082

ARTICLE IX. MANAGEMENT OF CORPORATION BY SHAREHOLDERS

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF, AND THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTION OF, THE SHAREHOLDERS OF THIS CORPORATION.

ARTICLE X. CALLING OF SPECIAL MEETINGS

SPECIAL MEETINGS OF SHAREHOLDERS OF THIS CORPORATION SHALL HAVE THE SOLE POWER TO ADOPT, AMEND OR REPEAL BY-LAWS FOR THE MANAGEMENT OF THIS CORPORATION, AND THE DUTIES OF THE OFFICERS SHALL BE PRESCRIBED BY SUCH BY-LAWS.

ARTICLE XI. INITIAL DIRECTORS

THE NAMES AND POST OFFICE ADDRESSES OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS OF THIS CORPORATION IS:

1> ROBERT CANDLER, III: 101 TORTUGA LANE

PONTE VEDRA BEACH, FL 32082

ARTICLE XII. INITIAL OFFICERS AND SUBSCRIBERS

THE NAMES AND POST OFFICE ADDRESSES OF THE OFFICERS WHO ARE TO SERVE UNTIL THE FIRST ELECTION UNDER THE ARTICLES OF INCORPORATION ARE AS FOLLOWS:

PRESIDENT: ROBERT CANDLER, III: 101 TORTUGA LANE

PONTE VEDRA BEACH, FL 32082

ARTICLE XIII. AMENDMENT

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW.

IN WITNESS WHEREOF THE UNDERSIGNED SUBSCRIBER HAS EXECUTED THESE ARTICLES OF INCORPORATION ON JULY 17, 1997.



ROBERT CANDLER, III

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 FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED
IN COMPLIANCE WITH SAID ACT:

FIRST, THAT CANDLER MARKETING GROUP, INC., DESIRING TO
ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS
PRINCIPAL OFFICE, AS INDICATED IN THE ARTICLES OF
INCORPORATION AT THE CITY OF PONTE VEDRA BEACH, FL HAS NAMED:

ROBERT CANDLER, III
LOCATED AT:

101 TORTUGA LANE
PONTE VEDRA BEACH, FL 32082

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 THE PLACE DESIGNATED IN THIS CERTIFI-
CATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY


ROBERT CANDLER, III

97 JUL 24 AM 9:25
SECRETARY OF STATE
DIVISION OF CORPORATIONS