

The Law Offices of Kevin M. Helmich
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155 Crystal Beach Drive
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Kevin M. Helmich*
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P970000072731

August 18, 1997

Secretary of State
Corporate Records Bureau
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32301

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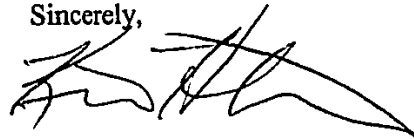
Re: *Given, Inc.*

To Whom It May Concern:

Enclosed please find the original and one copy of the executed Articles of Incorporation, as well as the Acceptance of registered agent, in regard to the above-referenced corporation. Also enclosed is a check in the amount of \$122.50 to cover the fee in this respect. Upon filing, please return the copy of the Articles in the envelope provided.

Thank you for your assistance in this matter. If you should have any questions, please do not hesitate to contact me.

Sincerely,



KEVIN M. HELMICH
Attorney at Law

Enclosure: As stated
cc: Ana Given

FILED
97 AUG 20 PM 4: 22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Handwritten initials and date: *AG 8/21/97*

ARTICLES OF INCORPORATION

OF

GIVEN, INC.

FILED
97 AUG 20 PM 4: 22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this Corporation is Given, Inc.

ARTICLE II

DURATION

This Corporation shall have perpetual existence.

ARTICLE III

PURPOSE

This Corporation is organized for the purpose of conducting all lawful business.

ARTICLE IV

CAPITAL STOCK

The Corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated "common shares".

ARTICLE V

PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as

nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is c/o The Law Offices of Kevin M. Helmich, 155 Crystal Beach Drive, Destin, Florida 32541, and the initial registered agent of this Corporation at that address is Kevin M. Helmich.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

This Corporation shall have at least 2 directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one.

The name and address of the initial directors of this Corporation are:

Ana M. Given, 131 Redstone Avenue, SE, Ste. 105, Crestview, Florida 32539; and

Michael J. Given, 131 Redstone Avenue, SE, Ste. 105, Crestview, Florida 32539

ARTICLE VIII

PRINCIPAL OFFICE

The principal office and mailing address of this Corporation is 131 Redstone Avenue, SE, Suite 105, Crestview, Florida 32539.

ARTICLE IX

INCORPORATOR

The name and address of the person signing these Articles is:

Ana M. Given, 131 Redstone Avenue, SE, Suite 105, Crestview, Florida 32539.

ARTICLE X

INDEMNIFICATION

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

ARTICLE XI

ACTION BY DIRECTORS OR SHAREHOLDERS WITHOUT A MEETING

The directors or shareholders of this Corporation may take action by written consent as provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this the 24th day of July, 1997.

Ana M. Given
Ana M. Given

STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority authorized in the State and County aforesaid to take acknowledgments personally appeared Ana M. Given, who either:

 produced _____ as identification; or
X is personally known to me,

who did not take an oath, and who is the person who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this the 24 day of July, 1997.

Christine A. Franklin
Notary Public



CHRISTINE A. FRANKLIN
My Comm Exp. 8/13/99
Bonded By Service Ins
No. CC488176
[] Personally Known [] Other I.D

