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September 5, 1997

VIA FEDERAL EXPRESS

Secretary of State  
Division of Corporations  
Attention: New Filings  
409 E. Gaines Street  
Tallahassee, Florida 32399

EFFECTIVE DATE  
9-5-97

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-09/08/97--01125--016  
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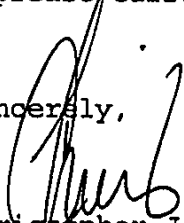
Re: Stokes-Magnolia Venture, Inc.

To Whom It May Concern:

Enclosed for filing are the Articles of Incorporation for Stokes-Magnolia Venture, Inc. Please file these Articles and return the certified copy to our office. Also enclosed is our check in the amount of \$122.50 which represents payment of the filing fees.

If you have any questions, please call.

Sincerely,

  
Christopher J. Hurst

CJH/lbm  
Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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EFFECTIVE DATE  
9-5-97

ARTICLES OF INCORPORATION  
OF  
STOKES-MAGNOLIA VENTURE, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

ARTICLE I

Name

Section 1.1. Name. The name of the corporation is Stokes-Magnolia Venture, Inc.

ARTICLE II

Duration

Section 2.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

Purposes

Section 3.1. Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV

Capital Stock

Section 4.1. Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1000 shares of voting common stock having a par value of \$1.00 per share.

The shares of stock may be issued for such consideration, having a value of not less than the par value of the shares issued therefor, as is determined from time to time by the board of directors, to be paid, in whole or in part, in cash or other

property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and non-assessable.

#### ARTICLE V

##### Principal Office

The principal office and mailing address of the corporation is 4540 Southside Boulevard, Suite 302, Jacksonville, Florida 32216.

#### ARTICLE VI

##### Initial Registered Office and Agent

Section 6.1. Name and Address. The street address of the initial registered office of this corporation is 4540 Southside Boulevard, Suite 302, Jacksonville, Florida 32216, and the name of the initial registered agent of this corporation is Christopher J. Hurst, whose address is 4540 Southside Boulevard, Suite 302, Jacksonville, Florida 32216.

#### ARTICLE VII

##### Directors

Section 7.1. Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 7.2. Initial Directors. The names and street addresses of the members of the first board of directors of the corporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>
Christopher J. Hurst	4540 Southside Boulevard Suite 302 Jacksonville, Florida 32216

Section 7.3. Compensation. 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 directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 7.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

#### ARTICLE VIII

##### Bylaws

Section 8.1 Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, 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 directors.

#### ARTICLE IX

##### Incorporator

Section 9.1. Name and Address. The name and street address of the incorporator of this corporation is:

Christopher J. Hurst

4540 Southside Boulevard  
Suite 302  
Jacksonville, Florida 32216

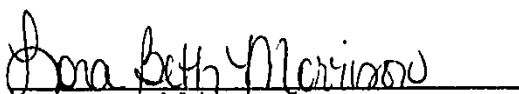
IN WITNESS WHEREOF, the incorporator has executed these Articles the 5th day of September, 1997.

  
CHRISTOPHER J. HURST

STATE OF FLORIDA

COUNTY OF DUVAL

5th The foregoing instrument was acknowledged before me this day of September, 1997, by Christopher J. Hurst, who is personally known to me.

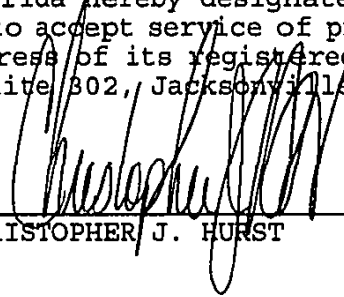
  
Notary Public  
My Commission expires:



**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED  
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with FLA. STAT. Sections 48.091 and 607.0501,  
the following is submitted:

Stokes-Magnolia Venture, Inc. desiring to organize or qualify under  
the laws of the State of Florida hereby designates Christopher J.  
Hurst, its registered agent to accept service of process within the  
State of Florida and the address of its registered office shall be  
4540 Southside Boulevard, Suite 302, Jacksonville, Florida 32216.

  
\_\_\_\_\_  
CHRISTOPHER J. HURST

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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Dated: September 5, 1997.

Having been named to accept service of process for the above  
stated corporation, at the place designated in this certificate, I  
hereby agree to act in this capacity, and I further agree to comply  
with the provisions of all statutes relative to the proper and  
complete performance of my duties.

  
\_\_\_\_\_  
CHRISTOPHER J. HURST

Dated: September 5, 1997.