



THE UNITED STATES  
CORPORATION  
COMPANY

P97000079001

ACCOUNT NO. : 072100000032

REFERENCE : 526755 128416A

AUTHORIZATION :

COST LIMIT : \$ 70

*Patricia Pappas*

ORDER DATE : September 11, 1997

ORDER TIME : 2:39 PM

ORDER NO. : 526755-005

CUSTOMER NO: 128416A

CUSTOMER: Ms. Patsy Hite  
MONTGOMERY LAND COMPANY

100002291241--3

Suite 9  
9440 Phillips Highway  
Jacksonville, FL 32211

DOMESTIC FILING

NAME: A.O.F. INDUSTRIES, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION  
    CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

    CERTIFIED COPY  
XXX PLAIN STAMPED COPY  
    CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

FILED  
91 SEP 11 AM 8:30  
RECEIVED  
91 SEP 11 PM 3:34  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATION

SN SEP 12 1997

EFFECTIVE DATE  
9/4/97

ARTICLES OF INCORPORATION  
OF  
A.O.F. INDUSTRIES, INC.

FILED

97 SEP 11 AM 8:30

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a Corporation for profit under the laws of the State of Florida, adopts the following Articles of Incorporation:

ARTICLE I

Name

Section 1.1 Name. The name and address of the Corporation shall be A.O.F. Industries, Inc., 118-5 Jackson Road, Jacksonville, Florida 32225.

ARTICLE II

Duration

Section 2.1 Duration. This Corporation shall exist perpetually. Corporate existence shall commence on the date these Articles of Incorporation are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five business days 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 and all lawful business permitted under the laws of the United States 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 1,000 shares of common stock having a par value of \$1.00 per share.

Section 4.2 Restrictions on Transfer of Stock. The shareholders may, by Bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this Corporation as they may see fit.

Section 4.3 Approval of Shareholders Required for Merger. The approval of a majority of the shareholders of this Corporation to any plan or merger or consolidation shall be required in every case, whether or not such approval is required by law.



## ARTICLE V

### Initial Registered Office and Agent

**Section 5.1**     Name and Address.     The street address of the initial registered office of this Corporation is 118-5 Jackson Road, Jacksonville, Florida 32225 and the name of the initial registered agent of this Corporation is Walter R. Murphy.

## ARTICLE VI

### Directors

**Section 6.1**     Number.     This Corporation shall have one (2) directors 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 6.2**     Initial Directors.     The name and street address of the first Board of Director of the Corporation is:

Walter R. Murphy  
118-5 Jackson Road  
Jacksonville, FL 32225

David M. Murphy  
102 Pablo Point Drive  
Jacksonville, FL 32225

**Section 6.3**     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 director of the Corporation may also serve the Corporation in any other capacity and receive compensation therefor in any form.

**Section 6.4**     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 VII

### Bylaws

**Section 7.1**     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 a Bylaw adopted by the shareholders if the shareholders specifically provide that such Bylaw is not subject to amendment or repeal by the Directors.

## ARTICLE VIII

### Incorporators

**Section 8.1**     Name and Address.     The name and address of the incorporator signing these articles is:


Walter R. Murphy  
118-5 Jackson Road  
Jacksonville, FL 32225

**ARTICLES IX**

**Amendment**


**Section 9.1**      **Amendment.** This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

**IN WITNESS WHEREOF**, the incorporator has subscribed her name to these Articles of Incorporation, this 4th day of September, 1997.

  
\_\_\_\_\_  
Walter R. Murphy

STATE OF FLORIDA)  
COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this 4th day of September, 1997, by Walter R. Murphy. He is personally known to me and he did not take an oath.

  
\_\_\_\_\_  
Patsy A. Hite  
Notary Public, State of Florida

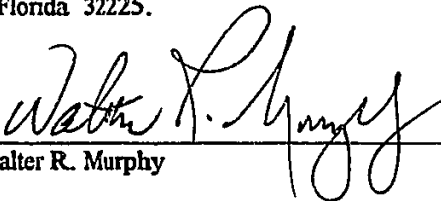
**My Commission Expires:**

PATSY A. HITE  
NOTARY PUBLIC, STATE OF FLORIDA  
My commission expires Feb. 17, 1998  
Commission No. CC 347298

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

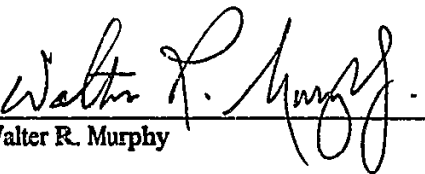
In compliance with Florida Statutes SS48.091 and 607.0501, the following is submitted:

A.O.F. Industries, Inc. desiring to organize or qualify under the laws of the State of Florida, hereby designates Walter R. Murphy as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 118-5 Jackson Road, Jacksonville, Florida 32225.

  
Walter R. Murphy

Date: Sept 4, 1997

Having been named to accept service of process of 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.

  
Walter R. Murphy

Date: Sept 4, 1997

**FILED**  
SEP 11 AM 8:30  
CLERK OF STATE  
TALLAHASSEE, FLORIDA