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GARTNER, BROCK AND SIMON

ATTORNEYS AND COUNSELLORS

DUPONT CENTER

SUITE 203

1660 PRUDENTIAL DRIVE, 32207

P.O. BOX 10697, 32247-0697

JACKSONVILLE, FLORIDA

TELEPHONE  
(904) 399-0870

TELECOPIER  
(904) 399-1113

WINFIELD A. GARTNER\*  
FREDERICK R. BROCK\*  
BERT C. SIMON\*

FLORIDA BAR CERTIFIED  
\*REAL ESTATE LAWYER  
\*CIVIL TRIAL LAWYER

December 16, 1997

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

800002376268--7  
-12/18/97--01030--005  
\*\*\*122.50 \*\*\*122.50

RE: SOTAV, INC.

Gentlemen:

Enclosed, in duplicate, are Articles of Incorporation for the referenced corporation, together with our check payable to Secretary of State in the amount of \$122.50.

Please file these Articles of Incorporation and return a certified copy to us. The effective date of the incorporation is December 16, 1997.

If you have any questions or comments regarding the foregoing, please do not hesitate to contact us. Your assistance in this matter is appreciated.

Very truly yours,

GARTNER, BROCK AND SIMON

  
Frederick R. Brock

FRB/ph  
Enclosures

EFFECTIVE DATE

12-16-97

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 DEC 18 AM 9:02

FILED

*FR 12-19-97*

ARTICLES OF INCORPORATION

OF

SOTAV, INC.

EFFECTIVE DATE

12-16-97

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

ARTICLE I

Name

The name of the corporation is SOTAV, INC.

ARTICLE II

Duration

This corporation shall exist perpetually, commencing on the date of execution and acknowledgment of these Articles or upon filing with the Department of State of the State of Florida, in the event these Articles are not filed within five (5) days, exclusive of legal holidays, after execution and acknowledgment.

ARTICLE III

Nature of Business

This corporation is organized for the purpose of transacting any or all business permitted under the laws of the United States or the State of Florida.

ARTICLE IV

Capital Stock

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

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 7812 Blakeford Mill Lane, Jacksonville, Florida, 32256, and the name of the initial registered agent of the corporation at that address is Richard D. George, Jr. The principal office and registered office are the same.

FILED  
97 DEC 18 AM 9:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE VI

Directors

This corporation shall initially have one director. The number of directors may be increased or decreased from time to time by the bylaws but shall never be fewer than one. The name and street address of the members of the first board of directors of the corporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>
Richard D. George, Jr.	7812 Blakeford Mill Lane Jacksonville, FL 32256

ARTICLE VII

Incorporator

The name and street address of the incorporator of this corporation is Frederick R. Brock, 1660 Prudential Drive, Suite 203, Jacksonville, Florida, 32207.

ARTICLE VIII

Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws may be adopted, amended or repealed in the manner provided in the bylaws by either the shareholders or the directors.

ARTICLE IX

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.

ARTICLE X

Director 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.

ARTICLE XI

Indemnification

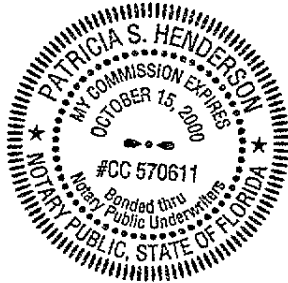
The Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

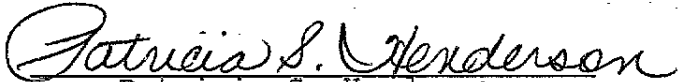
IN WITNESS WHEREOF, the incorporator has executed these Articles the 16th day of December, 1997.

  
\_\_\_\_\_  
Incorporator

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 16th day of December, 1997, by Frederick R. Brock, who is personally known to me and who did not take an oath.





Name: Patricia S. Henderson  
Notary Public, State of Florida  
at Large.

My Commission Expires:

My Commission no. is:

Personally known OR  Produced Identification

Type of Identification Produced \_\_\_\_\_

CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
THE STATE OF FLORIDA AND NAMING THE AGENT  
UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:


SOTAV, INC.

desiring to organize or qualify under the laws of the State of Florida with its principal place of business in Jacksonville, Florida, has named Richard D. George, Jr., 7812 Blakeford Mill Lane, Jacksonville, Florida, 32256, as its agent to accept service of process within the State of Florida.

  
\_\_\_\_\_  
Incorporator

Dated: December 16, 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.

  
\_\_\_\_\_  
Agent for Service

Dated: December 16, 1997

FILED  
97 DEC 18 AM 9:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

12-16-97