

P97000108520

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

December 16, 1997


Re: ADMINISTRATIVE SERVICES, Inc.

To Whom It May Concern,

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for \$ 78.75, and would appreciate a copy returned to:

Charles H. Bernreuter
302 Third Street, Suite 5
Neptune Beach, Florida 32266

Thank you,


Charles H. Bernreuter, III
Resident Agent

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FILED
97 DEC 30 AM 7:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

QN 12-30-97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 22, 1997

CHARLES H. BERNREUTER
302 THIRD ST., STE. 5
NEPTUNE BEACH, FL 32266

SUBJECT: ADMINISTRATIVE SERVICES, INC.
Ref. Number: W97000028418

We have received your document for ADMINISTRATIVE SERVICES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6878.

John Nedeau
Document Specialist

Letter Number: 597A00059972

Articles of Incorporation
of
ADMINISTRATIVE SERVICES of NORTH FLORIDA

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TALLAHASSEE, FLORIDA

1. Name.

The name of the Corporation is Administrative Services of NORTH FLORIDA, Inc.

2. Principal Office and Registered Agent.

Its registered office in the State of Florida is 302 Third Street Suite 5, in the City of Neptune Beach, County of Duval. The name of its registered agent at such address is Charles H. Berneuter, III.

3. Purposes.

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Florida.

4. Capital Stock.

The total number of shares of capital stock that the Corporation shall have authority to issue is Fifteen Hundred, all of which are to be common stock with par value of \$1 per.

5. Incorporator.

The name and mailing address of the incorporator is: Charles H. Bernreuter, III, 302 3rd Street, Neptune Beach, Florida 32266.

6. Existence.

The Corporation is to have perpetual existence.

7. Liability of Stockholders.

The private property of the stockholders shall not be subject to the payment of corporate debts.

8. Management.

Subject to the provisions of the laws of the State of Florida, the following provisions are adopted for the management of the business and for the conduct of the affairs of the Corporation, and for defining, limiting and regulating the powers of the Corporation, the directors and the stockholders:

- (a) The books of the Corporation may be kept outside of the State of Florida at such place or places as may from time to time be designated by the Board of Directors.
- (b) The business of the Corporation shall be managed by its Board of Directors; and the Board of Directors shall have power to exercise all the powers of the Corporation, including (but without limiting the generality hereof) the power to create mortgages upon the whole or any part of the property of the Corporation, real or personal, without any action of or by the stockholders, except as otherwise provided by statute or by the Bylaws.
- (c) An increase in the number of directors shall be deemed to create a vacancy or vacancies in

the Board of Directors, to be filled in the manner provided in the Bylaws. Any director or any officer elected or appointed by the stockholders or by the Board of Directors may be removed at any time, in such manner as shall be provided in the Bylaws.

(d) The Board of Directors shall have power to make and alter Bylaws, subject to such restrictions upon the exercise of such power as may be imposed by the stockholders in any bylaws adopted by them from time to time.

(e) The Board of Directors shall have the power, in its discretion, to fix, determine and vary, from time to time, the amount to be retained as surplus and the amount or amounts to be set apart out of any of the funds of the Corporation available for dividends as working capital or a reserve or reserves for any proper purpose, and to abolish any such reserve in the manner in which it was created.

(f) The Board of Directors shall have the power, in its discretion, from time to time, to determine whether and to what extent and at what times and places and under what conditions and regulations the books and accounts of the Corporation, or any of them, other than the stock ledger, shall be open to the inspection of stockholders; and no stockholder shall have any right to inspect any account or book or document of the Corporation, except as conferred by law or authorized by resolution of the directors or of the stockholders.

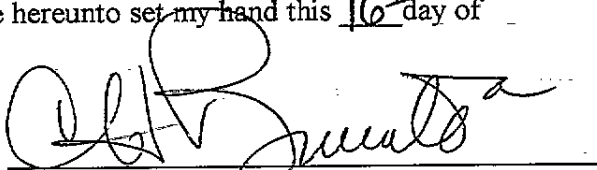
(g) Upon any sale, exchange or other disposal of the property and/or assets of the Corporation, payment therefor may be made either to the Corporation or directly to the stockholders in proportion to their interests, upon the surrender of their respective stock certificates, or otherwise, as the Board of Directors may determine.

(h) In case the Corporation shall enter into any contract or transact any business with one or more of its directors, or with any firm of which any director is a member, or with any corporation or association of which any director is a stockholder, director or officer, such contract or transaction shall not be invalidated or in any way affected by the fact that such director has or may have an interest therein which is or might be adverse to the interests of the Corporation, even though the vote of such director might have been necessary to obligate the Corporation upon such contract or transaction; provided, that the fact of such interest shall have been disclosed to the other directors or the stockholders of the Corporation, as the case may be, acting upon or with reference to such contract or transaction.

(i) The Corporation reserves the right to amend, alter, change, add to or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute; and all rights herein conferred are granted subject to this reservation.

I, THE UNDERSIGNED, the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Florida, do make this Articles of Incorporation, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 16th day of

December 1957.


Charles H. Bernreuter, III

State of Florida)
County of Duval) ss

BE IT REMEMBERED that on this 16th of Dec. personally came before me, a Notary Public for the State of Florida, Charles H. Bernreuter, III, to me personally known to be the same person who executed the foregoing Articles of Incorporation, and acknowledged that said person signed as the person's free act and deed the foregoing document and declared that the statements therein contained are true to the person's best knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

Tracy L. Provo
Notary Public

My commission expires:



Tracy L. Provo
My Commission CC577777
Expires Aug. 18, 2000

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, *Florida Statutes*, the following is submitted, in compliance with said Act:

First, that ADMINISTRATIVE SERVICES of NORTH FLORIDA, Inc., is desiring to organize under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, is at 302 Third Street, Suite 5, Neptune Beach, County of Duval, Florida, has named Charles H. Bernreuter, III, located at 302 Third Street, Suite 5, Neptune Beach, Florida, 32266 as its agent to accept service of process within the State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby am familiar with and accept the duties and responsibilities as registered agent for ADMINISTRATIVE SERVICES of NORTH FLORIDA, Inc., and agree to comply with the provisions of said Act.

By: 

Charles H. Bernreuter, III
Resident Agent.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA