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January 28, 1998

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

000002416050--9  
-01/29/98--01063--020  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: 1 ACCORD, LLC -

Greetings:

Enclosed are an original and a copy of the Articles Of Incorporation of the above-referenced corporation. Please file the original, indicate the filing date on the copy, and return the copy to me.

Also enclosed is a check covering the fees and charges for the items listed below, as indicated:

X A. Articles Of Incorporation filing fee, \$70.00.

If the corporation name requested is not available, please call us immediately. Thank you for your cooperation.

Sincerely,



Ronald R. Austin

RRA:tdm

Enclosures - as stated

TASUANA GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT add suffix  
DATE 01/29/98  
BY [Signature]

P. Hall

FEB - 2 1998

**ARTICLES OF INCORPORATION  
OF**

**1 ACCORD, INC.**

**ARTICLE 1.  
NAME**

The name of this corporation shall be 1 ACCORD, INC.

**ARTICLE 2.  
COMMENCEMENT & DURATION**

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Secretary of State. This corporation's duration shall be perpetual.

**ARTICLE 3.  
PURPOSE**

This corporation is being organized for the purpose of the enhancement and maintenance of food display areas engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

**ARTICLE 4.  
CAPITAL STOCK**

This corporation shall have the authority to issue 500 par value shares of common capital stock.

**ARTICLE 5.  
MANAGEMENT BY SHAREHOLDERS**

This corporation shall have no Directors. All the business and affairs of this corporation shall be managed by the shareholders.

**ARTICLE 6.  
PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance

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of fractional shares) at the price at which such shares are offered to others.

## **ARTICLE 7.**

### **TRANSFER RESTRICTIONS**

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions  
Imposed By This Corporation's Articles Of Incorporation, A Copy Of  
Which Is On File At This Corporation's Principal Office."

## **ARTICLE 8.**

### **INDEMNIFICATION**

This corporation shall indemnify any officer, employee, or agent, and any former officer, employee, or agent, to the full extent permitted by law.

## **ARTICLE 9.**

### **PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT**

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 8265 Concord Boulevard West, Jacksonville, Florida 32208.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: **Morris Joseph Wilson.**

ARTICLE 10.

INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator are:  
**Morris Joseph Wilson, 8265 Concord Boulevard West, Jacksonville, Florida 32208.**

ARTICLE 11.

AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

Morris Joseph Wilson  
Morris Joseph Wilson - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of **1 ACCORD, INC.** I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for **1 ACCORD, INC.**

Morris Joseph Wilson  
Morris Joseph Wilson - Registered Agent

State Of Florida  
County Of Duval

On January 26, 1998, **Morris Joseph Wilson**, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, or produced a Florida driver's license as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of **1 ACCORD**.

Tajuana D. Miles  
Notary Public

Tajuana D. Miles  
(Notary Public - Printed Or Typed Name)



TAJUANA D MILES  
My Commission CC535170  
Expires Feb. 25, 2000

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