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P98000014693

February 11, 1998

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32301

RE: The Roy Group, Incorporated

600002430196--6  
-02/13/98--01058--003  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is my check in the amount of \$122.50 to cover your cost. Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your assistance.

Very truly yours,



Stephen A. Hould

SAH/lb

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 FEB 13 PM 3:08

FILED

OK 2-13-98

**ARTICLES OF INCORPORATION  
OF  
THE ROY GROUP, INCORPORATED**

**FILED**  
98 FEB 13 PM 3:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

**ARTICLE I. CORPORATE NAME**

The name of this corporation is: The Roy Group, Incorporated.

**ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of this corporation, which is also the mailing address of the corporation, is 1015 Atlantic Boulevard, Suite 240, Atlantic Beach, FL 32233.

**ARTICLE III. DURATION**

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

**ARTICLE IV. PURPOSES**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE V. CAPITAL STOCK**

This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock.

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

#### **ARTICLE VI. INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of this corporation is 1015 Atlantic Boulevard, Suite 240, Atlantic Beach, FL 32233, and the name of the initial registered agent at such address is Robert Roy Leinenweber.

#### **ARTICLE VII. INITIAL BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time in the manner provided in the bylaws but shall never be less than one. The name and address of the initial director of the corporation is as follows: Robert Roy Leinenweber, 1015 Atlantic Boulevard, Suite 240, Atlantic Beach, FL 32233.

#### **ARTICLE VIII. INCORPORATOR**

The name and address of the corporation's Incorporator is Robert Roy Leinenweber, 1015 Atlantic Boulevard, Suite 240, Atlantic Beach, FL 32233.

#### **ARTICLE IX. INDEMNIFICATION**

This corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

**IN WITNESS WHEREOF**, I have subscribed my name this 10 day of February, 1998.

  
\_\_\_\_\_  
**INCORPORATOR**

STATE OF FLORIDA  
COUNTY OF DUVAL

BEFORE ME, a notary public, personally appeared Robert Roy Leinenweber, to me well known to be the person described as incorporator, or who has produced N/A as identification and who did take an oath, and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on the 10th day of February, 1998.

(Seal)



*Lois A. Bell*

NOTARY PUBLIC, State of Florida  
at Large

FILED  
98 FEB 13 PM 3:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE**

In compliance with Florida Statutes the following is submitted:

That The Roy Group, Incorporated, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 1015 Atlantic Boulevard, Suite 240, Atlantic Beach, County of Duval, State of Florida, has named Robert Roy Leinenweber, 1015 Atlantic Boulevard, Suite 240, Atlantic Beach, FL 32233, as its agent to accept service of process within the state.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-named corporation at the place designated in this Certificate, the undersigned agrees to act in this capacity and agrees to comply with the provisions of Florida law relative to keeping the designated office open. The registered agent will be Robert Roy Leinenweber.

*Robert Roy Leinenweber*  
ROBERT ROY LEINENWEBER