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DAVIS, BROWNING & SCHNITKER, P. A.

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MADISON, FLORIDA 32341

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901 WEST BASE STREET  
MADISON, FLORIDA 32340

EDWIN B. BROWNING, JR.  
CLAY A. SCHNITKER  
GEORGE T. REEVES

TELEPHONE  
(850) 973-4186  
TELECOPIER  
(850) 973-8564

February 25, 1998

*Return to  
KPA ASAP*

**FEDERAL EXPRESS**

FILED  
98 FEB 26 AM 11:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Attorneys' Title Insurance Fund, Inc.  
ATTN: Julia  
660 E. Jefferson Street  
Suite 200  
Tallahassee, Florida 32301

500002441195--6  
-02/26/98--01024--017  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Davis Management Consultants, Inc.

Dear Julia:

You will please find enclosed original Articles of Incorporation, and our check made payable to the Secretary of State for \$122.50, to cover the cost of filing. Please personally deliver the Articles to the Secretary of State for filing on the same day you receive it. I have enclosed my check for \$10.00 to cover your fee for filing the same. I have also enclosed a self-addressed stamped envelope for the return of the filed Articles.

Thank you very much.

Sincerely,

*Edwin B. Browning, Jr.*  
Edwin B. Browning, Jr.

EBB, JR/kmp  
Enclosures  
cc: Mr. J. B. Davis, Jr.

RECEIVED  
98 FEB 26 AM 10:15  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

K. Wolfe

FEB 26 1998

ARTICLES OF INCORPORATION  
OF  
DAVIS MANAGEMENT CONSULTANTS, INC.

FILED  
98 FEB 26 AM 11:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person, competent to contract, hereby executed these Articles for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I.

NAME

The name of this corporation is DAVIS MANAGEMENT CONSULTANTS, INC.

ARTICLE II

PURPOSES AND POWERS

The general purpose or purposes for which the corporation is authorized to transact any and all lawful purposes for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III.

AUTHORIZED SHARES OF STOCK

The aggregate number of shares which the corporation is authorized to have outstanding at any time is ONE MILLION (1,000,000) voting shares with a nominal or par value of TWENTY-FIVE CENTS (\$00.25) DOLLAR, per share.

#### ARTICLE IV.

##### PREEMPTIVE RIGHTS

The shareholders of this corporation shall have preemptive rights to any stock issued after the initial subscription designated for the incorporators of the corporation.

#### ARTICLE V.

##### EXISTENCE AND EFFECTIVE DATE

This corporation shall exist perpetually, and the commencement of corporate existence shall be the date of the filing of this Article with the Department of State of the State of Florida.

#### ARTICLE VI.

##### REGISTERED OFFICE AND RESIDENT AGENT

The registered office of the corporation shall be 420 Lakeshore Drive, S.E., Madison, Florida 32340, and the resident agent of the corporation is J. B. DAVIS, JR., whose business office is 420 Lakeshore Drive, S.E., Madison, Florida 32340.

#### ARTICLE VII.

##### OFFICERS

The initial officers of this corporation shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>
J. B. Davis, Jr.	420 Lakeshore Drive, S.E. Madison, Fl. 32340	President/CEO
J. B. Davis, III	420 Lakeshore Drive, S.E. Madison, Fl. 32340	Vice-President

Lynne D. Saunders	420 Lakeshore Drive. S.E. Madison, Fl. 32340	Vice-President
Henry N. Davis	420 Lakeshore Drive, S.E. Madison, Fl. 32340	Vice-President
J. B. Davis, IV	420 Lakeshore Drive, S.E. Madison, Fl. 32340	Vice-President
Martha O. Davis	420 Lakeshore Drive, S.E. Madison, Fl. 32340	Secretary/Treasurer

#### ARTICLE VIII.

##### DIRECTORS

This corporation will conduct business by the stockholders as authorized by Chapter 607, Florida Statutes, rather than by a Board of Directors.

#### ARTICLE IX.

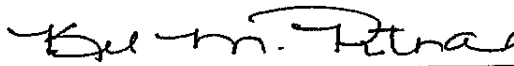
##### INCORPORATOR

The name and address of the incorporator, and the number of shares of stock that he has agreed to purchase of the initial issue of the corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
J. B. Davis, Jr.	420 Lakeshore Drive, S.E. Madison, Fl. 32340	10,000

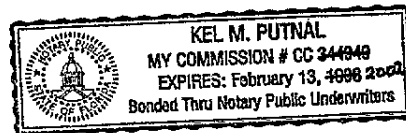
STATE OF FLORIDA  
COUNTY OF MADISON

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State an County named above to take acknowledgments, personally appeared J. B. DAVIS, JR., personally known to me to be the person described as the incorporator in, and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation, and who did not take an oath.



Notary Public  
Commission No.

My Commission Expires:



709952

ARTICLE X.

TRANSACTIONS WITH INTERESTED PERSON

No contract or other transaction of the corporation with any other person, firm or corporation, or in which this corporation is interested shall be affected or invalidated by

(a) The fact that any one or more of the stockholders of this corporation has an interest in or is a director, officer or stockholder of another corporation; (b) the fact that any stockholder individually or jointly with others may be a party to or may be interested in any such contract or transaction, and each and every person who may become a stockholder of the corporation is hereby relieved from any liability that might otherwise arise by reason of his contract with the corporation for the benefit of himself or any firm or corporation in which he may be anywise interested.

ARTICLE XI.

This corporation elects to be governed by Section 1244 of the Internal Revenue code of 1954.

IN WITNESS WHEREOF, the said incorporator has hereunto set his hand and seal this 25<sup>th</sup> day of February, A. D. 1998.

  
\_\_\_\_\_  
J. B. Davis, Jr.

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


IN COMPLIANCE WITH FLA. STAT. 48.091, THE FOLLOWING IS SUBMITTED:

FIRST-- DAVIS MANAGEMENT CONSULTANTS, INC., TO ORGANIZE OR QUALIFY UNDER THE LAWS OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 420 LAKESHORE DRIVE S.E, MADISON, FLORIDA, COUNTY OF MADISON, STATE OF FLORIDA, HAS NAMED J. B. DAVIS, JR., WHOSE BUSINESS OFFICE IS 420 LAKESHORE DRIVE, S.E., MADISON, COUNTY OF MADISON, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

  
J. B. Davis, Jr., President

Dated: February 25<sup>th</sup>, 1998

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.

  
J. B. Davis, Jr.  
Resident Agent

Dated: February 25<sup>th</sup>, 1998

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TALLAHASSEE, FLORIDA