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UPCHURCH, BAILEY AND UPCHURCH, P.A.

ATTORNEYS AT LAW  
ESTABLISHED 1925

780 NORTH PONCE DE LEON BOULEVARD  
SAINT AUGUSTINE

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SAINT AUGUSTINE, FLORIDA 32085-3007

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JOHN D. BAILEY, JR.  
FRANK D. UPCHURCH, III  
TRACY WILSON UPCHURCH  
SIDNEY F. ANSBACHER  
KATHERINE GAERTNER JONES  
MICHAEL A. SIRAGUSA  
STEPHEN A. FAUSTINI

HAMILTON D. UPCHURCH  
FRANK D. UPCHURCH, JR.  
OF COUNSEL  
FRANK D. UPCHURCH  
(1894-1986)

March 10, 1998

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

Re: McIntosh & Talented Friends, Inc.

900002456279--6  
-03/13/98--01017--022  
\*\*\*\*127.50 \*\*\*\*127.50

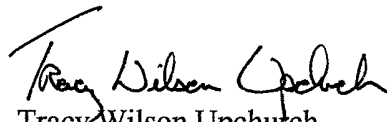
Dear Sir or Madam:

I enclose herewith an original and one copy of the Articles of Incorporation of the above-named corporation. Please file and furnish me with a certified copy.

You will note that Article IX of the Articles of Incorporation sets out the name and address of the Registered Agent of the Corporation.

Also, enclosed is check payable to the Secretary of State in the amount of \$127.50 to cover the charges for your filing fee, corporate charter, including a certified copy of the charter document, and registration of registered agent. I am,

Sincerely yours,

  
Tracy Wilson Upchurch

TWU:g  
Enclosure

xc: Mr. Bill McIntosh

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 13 AM 7:59  
86-31-5

**ARTICLES OF INCORPORATION**  
**OF**  
**McINTOSH & TALENTED FRIENDS, INC.**

FILED STATE  
SECRETARY OF CORPORATIONS  
98 MAR 13 AM 7:59

The undersigned natural person, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

**ARTICLE I**

Name

The name of the corporation is McINTOSH & TALENTED FRIENDS,  
  
INC.

**ARTICLE II**

Nature of Business

The general nature of the business to be transacted by this corporation is to engage in any activity or business permitted under the laws of the United States or this State.

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### **ARTICLE III**

#### **Shares of Stock**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock at par value of \$1.00 per share.

### **ARTICLE IV**

#### **Initial Capital**

The amount of capital with which this corporation will begin business is not less than \$100.00.

### **ARTICLE V**

#### **Term of Existence**

This corporation is to exist perpetually.

## **ARTICLE VI**

### **Directors**

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by bylaws adopted by the stockholders, but shall never be less than two (2) nor more than five (5).

## **ARTICLE VII**

### **Initial Directors and Officers**

The name and address of each member of the initial Board of Directors and the officers are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
William W. McIntosh	3117 Harbor Drive St. Augustine, FL 32095	President/ Director
Sharon Marie McIntosh	3117 Harbor Drive St. Augustine, FL 32095	Secretary/ Treasurer/ Director

**ARTICLE VIII**

**Subscriber**

The name and address of the subscriber to these Articles of Incorporation is:

**NAME**

William W. McIntosh

**ADDRESS**

3117 Harbor Drive  
St. Augustine, FL 32095

**ARTICLE IX**

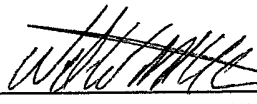
**Principal Office,  
Initial Registered Office and Registered Agent**

The street address and mailing address of the principal office of the corporation is 238 San Marco Avenue, St. Augustine, Florida 32084, and the street address and mailing address of the initial registered office of the corporation is Upchurch, Bailey, and Upchurch, P.A., 780 North Ponce de Leon Boulevard, Post Office Drawer 3007, St. Augustine, Florida 32085. The name of the registered agent for the service of process at that address is Tracy Wilson Upchurch.

## ARTICLE X

### Amendment

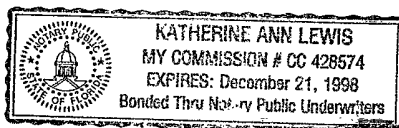
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

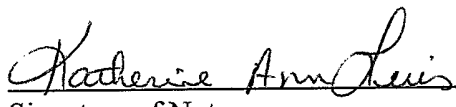
  
WILLIAM W. McINTOSH

**STATE OF FLORIDA**

**COUNTY OF ST. JOHNS**

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of March, 1998, by WILLIAM W. McINTOSH, who is personally known to me or who produced Personally Known as identification.



  
Signature of Notary

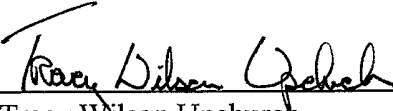
Katherine Ann Lewis  
Name of Notary Typed, Printed or Stamped

Commission Number CC428574

My Commission Expires: December 21, 1998

**ACCEPTANCE BY REGISTERED AGENT**

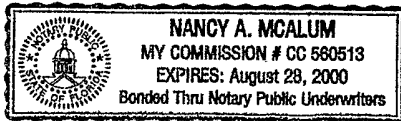
I, Tracy Wilson Upchurch, accept the designation as Registered Agent for the foregoing corporation.

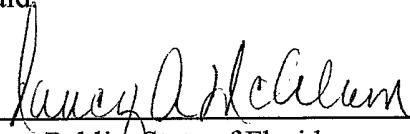
  
\_\_\_\_\_  
Tracy Wilson Upchurch

STATE OF FLORIDA  
COUNTY OF ST. JOHNS

I HEREBY CERTIFY that on this 9th day of March, 1998, before me personally appeared Tracy Wilson Upchurch, to me known to be the person described in and who executed the foregoing Acceptance of Designation as Registered Agent, and acknowledges the execution thereof to be his free act and deed for the uses and purposes therein mentioned.

WITNESS my signature and official seal at St. Augustine, in the county of St. Johns and State of Florida, the day and year last aforesaid.



  
\_\_\_\_\_  
Notary Public, State of Florida