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THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032  
REFERENCE : 827392 7145323  
AUTHORIZATION :  
COST LIMIT : \$ PREPAID

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAY 21 PM 12: 18

ORDER DATE : May 21, 1998  
ORDER TIME : 9:51 AM  
ORDER NO. : 827392-005  
CUSTOMER NO: 7145323

CUSTOMER: Mr. Wade Boyette  
HOVIS & BOYETTE, P.A.  
481 EAST HIGHWAY 50  
2nd Floor  
Clermont, FL 34711

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-05/21/98--01032-012  
\*\*\*\*122.50 \*\*\*\*122.50

DOMESTIC FILING

NAME: COOK, INC.

EFFECTIVE DATE: \_

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

DEPARTMENT OF REVENUE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

RECEIVED  
98 MAY 21 AM 10:49

gsta/98

EFFECTIVE DATE

5/12/98

FILED  
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DIVISION OF CORPORATIONS

98 MAY 21 PM 12:18

ARTICLES OF INCORPORATION  
of  
COOK, INC.

The undersigned natural person(s) of legal age, acting as incorporator(s) under the provisions of Florida Statutes, Chapter 607, adopt the following Articles of Incorporation:

ARTICLE I

Name

The name and address of this corporation shall be: COOK, INC., 472 Dream Drive, Davenport, FL 33837.

ARTICLE II

Purposes

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE III

Stock

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 10,000 shares of common stock each with a par value of \$1.00.

ARTICLE IV

Subscribers, Incorporators & Directors

The name and address of the Subscriber and Incorporator are:

NAME

ADDRESS

K. Wade Boyette, Jr.

BankFIRST Building, Second Floor  
Clermont, FL 34711

The names of the Director(s) is/are:

Daniel P. Boss  
Oscar Boss  
Fern Joyce Boss

Gary R. Boss  
Bryan L. Boss  
Michael T. Boss  
Gayle A. Gillett  
Edwin G. Gillett  
Mark A. Cook

**ARTICLE V**  
Informal Shareholder Action

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the bylaws.

**ARTICLE VI**  
Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- (a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- (b) Reorganization, merger or consolidation of the corporation;
- (c) Sale, lease or exchange of the major portion of the property or assets of the corporation; or
- (d) Dissolution of the corporation.

**ARTICLE VII**  
Term of Existence

This corporation shall exist perpetually.

**ARTICLE VIII**  
Directors

A. The business of the corporation shall be managed initially by a board of nine (9) directors. The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director.

B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for cause by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote exclusive of his own shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

D. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

**ARTICLE IX**  
Effective Date

The date that corporate existence shall begin shall be May 18, 1998. This election is made pursuant to Florida Statute 607.0203(1).

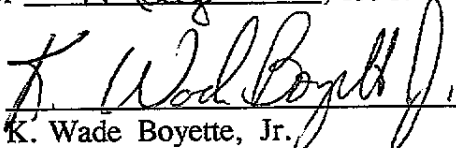
**ARTICLE X**  
Registered Office and Registered Agent

The address of the initial registered office of this corporation is BankFIRST Building, Second Floor, 1380 Grand Highway, Clermont, Florida, 34711. The name of the Registered Agent of this corporation is K. Wade Boyette, Jr. at the above office address.

**ARTICLE XI**  
Bylaws

Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the Stockholders, except as otherwise provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the incorporator certifies to the truth of the facts herein stated, this 18<sup>th</sup> day of May, 1998.

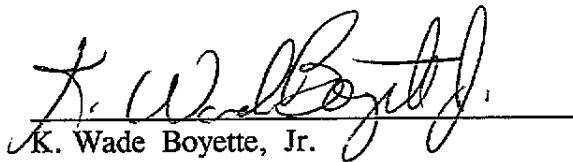
  
K. Wade Boyette, Jr.

**ACCEPTANCE OF REGISTERED AGENT  
DESIGNATED IN ARTICLES OF INCORPORATION**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAY 21 PM 12:18

I hereby accept to act as initial Registered Agent for COOK, INC., as stated in these Articles of Incorporation.

Dated: May 18, 1998.

  
K. Wade Boyette, Jr.