

P98000047236



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 832930 11208A

AUTHORIZATION : *Rafaela Pagan*

COST LIMIT : \$ 122.50

ORDER DATE : May 27, 1998

ORDER TIME : 10:58 AM

ORDER NO. : 832930-005

CUSTOMER NO: 11208A

CUSTOMER: John B. Kent, Esq  
KENT CRAWFORD & GOODING

200002536942--0

Suite 900  
225 Water Street  
Jacksonville, FL 32202

DOMESTIC FILING

NAME: MICHAEL WOOLLEY, 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: Robert Maxwell

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAY 27 PM 1:12

RECEIVED  
98 MAY 27 PM 12:06  
DIVISION OF CORPORATIONS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAY 27 PM 1:12

ARTICLES OF INCORPORATION  
OF  
MICHAEL WOOLLEY, INC.

I, the undersigned, hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of organizing a corporation for profit pursuant to, and in compliance with, the provisions of Chapter 607, Florida Statutes.

ARTICLE I

The name of the corporation is MICHAEL WOOLLEY, INC. The principal place of business is 11243-7 St. Johns Industrial Parkway, South, Jacksonville, Florida 32216.

ARTICLE II

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

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 shares of \$5.00.

par value common stock. All stock shall be fully paid and non-assessable. Shares of stock without nominal or par value may be issued and disposed of for such considerations as may be fixed, from time to time, by the Board of Directors. The stockholders shall have preemptive rights with respect to the capital stock or equity securities of the corporation.

#### ARTICLE IV

The amount of the capital with which this corporation shall and does hereby begin business, shall be and is the sum of \$500.00.

#### ARTICLE V

The corporation shall have perpetual existence.

#### ARTICLE VI

The street address of the initial registered office of this corporation is 225 Water Street, Suite 900, Jacksonville, Florida 32202 and the name of the initial registered agent of this corporation at that address is John B. Kent. The Board of Directors may, from time to time, change the registered office and registered agent of the corporation upon notification to the proper authorities.

ARTICLE VII

The number of the Directors of this corporation shall be not less than one (1) nor more than five (5) as fixed from time to time by the provisions of the By-Laws.

ARTICLE VIII

The names and addresses of the first Board of Directors, who, subject to the provisions of these Articles of Incorporation, the By-Laws of this corporation and the laws of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Street Address</u>
Paul S. Woolley, Jr.	8083 Pine Lake Road Jacksonville, Florida 32216
Betty Ann Woolley	8083 Pine Lake Road Jacksonville, Florida 32216
Michael Woolley	11243-7 St. Johns Industrial Parkway, South Jacksonville, Florida 32216.

ARTICLE IX

The name and street address of the subscriber of these Articles of Incorporation and a statement of the number of shares of stock which the subscriber agrees to take along with the value

thereof are as follows:

Subscriber: John B. Kent  
Street Address: 225 Water Street, Suite 900  
Jacksonville, Florida 32202  
Shares of Stock: Number: 100 Value: \$500.00

The proceeds of the stock subscribed for will be at least as much as the amount necessary to begin business as heretofore set out in Article IV.

#### ARTICLE X

The officers of this corporation shall be a President, a Secretary, and such other officers as the Board of Directors may deem necessary. All officers shall be chosen in such manner, hold their offices for such terms and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors. Any person may hold two or more offices.

#### ARTICLE XI

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

ARTICLE XII

This corporation shall commence its corporate existence on the date of the filing of these Articles in the Office of the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 26th day of May, 1998, for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make and file, in the office of the Secretary of State of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

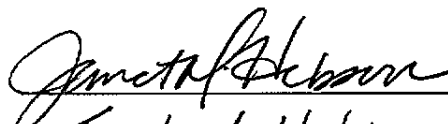
John B. Kent (Seal)  
John B. Kent

STATE OF FLORIDA

COUNTY OF DUVAL

Before me personally appeared John B. Kent, to me well known and personally known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 26<sup>th</sup> day of May, 1998.

  
\_\_\_\_\_  
Janet M. Hebson

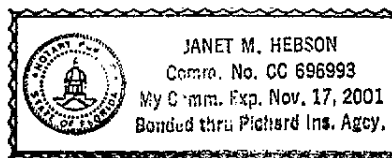
[print or type name]

Notary Public, State of Florida

My Commission Expires: \_\_\_\_\_

Serial No. (if any): \_\_\_\_\_

(Notarial Seal)



FILED  
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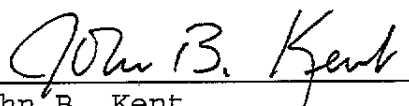
C E R T I F I C A T E

CERTIFICATE DESIGNATING THE REGISTERED OFFICE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, AND NAMING THE REGISTERED AGENT UPON WHOM SUCH PROCESS MAY BE SERVED.

MICHAEL WOOLLEY, INC., in compliance with Chapter 48.091, Florida Statutes, and desiring to organize under the laws of the State of Florida with its registered office, as indicated in the articles of incorporation at 225 Water Street, Suite 900, Jacksonville, Duval County, Florida, 32202, has named John B. Kent as its registered agent to accept service of process within the State of Florida at its registered office.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Statute relative to keeping said office open from 10:00 a.m. to 12:00 noon each day except Saturdays, Sundays and legal holidays.

  
\_\_\_\_\_  
John B. Kent  
Registered Agent