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June 18, 1998

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

100002572131---E  
-06/25/98--01033--003  
\*\*\*\*122.50 \*\*\*\*122.50

**ESTIMATED**  
7-1-98

Re: River City Realty, Inc.

Dear Sir:

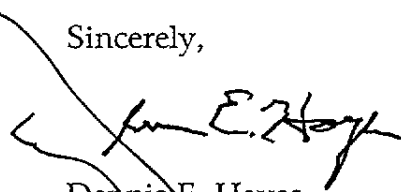
Enclosed you will find an original and one copy of the Articles of Incorporation and Certificate of Acceptance of Designation as Registered Agent, together with our check for \$122.50 to cover your charges as follows:

Filing Fee	\$ 35.00
Fee for Certified Copy of Articles of Incorporation	52.50
Fee for Filing Certificate of Registered Agent	<u>35.00</u>
Total	\$122.50

**FILED**  
98 JUN 25 AM 11:08  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Please file the original Articles and Certificate of Registered Agent, certify the copy and return the certified copy to me. Should you need anything further in connection with this matter, please advise.

Sincerely,

  
Dennis E. Hayes

DEH/nl  
Enclosures  
JOHNIGEA\RIVER\SECST.1  
98-098\922-1

JUN 26 1998

ARTICLES OF INCORPORATION  
OF  
RIVER CITY REALTY, INC.

FILED  
98 JUN 25 AM 11:06  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE I

NAME, PRINCIPAL OFFICE, AND MAILING ADDRESS

EFFECTIVE DATE  
7-1-98

The name of this corporation is River City Realty, Inc. The corporation's initial principal office and mailing address are located at 1823 University Boulevard South, Jacksonville, Florida 32216.

ARTICLE II

NATURE OF BUSINESS

This corporation is organized for the purpose of engaging in and transacting any or all lawful business permitted under the laws of the State of Florida or any other state and of the United States.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue Seventy Five Hundred (7500) shares of common stock having a par value of One and No/100 Dollars (\$1.00) per share, which shares shall be and hereby are designated as "Common Shares".

## ARTICLE IV

### TERM OF EXISTENCE

The term for which this corporation shall exist shall be perpetual, commencing on July 1, 1998.

## ARTICLE V

### INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida is 1823 University Boulevard South, Jacksonville, Florida 32216, and the name of the initial registered agent of this corporation is Laleah C. Pierce. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

## ARTICLE VI

### INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) Directors initially. The number of Directors may be increased or decreased, from time to time, by amendment to the Bylaws, but in no event shall the number of Directors be reduced below one (1). The names and addresses of the initial Directors of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Michael J. Johnnigean	14030 Mandarin Oaks Lane Jacksonville FL 32223
Cheryl L. Johnnigean	14030 Mandarin Oaks Lane Jacksonville FL 32223
Laleah C. Pierce	1847 Davis Road Jacksonville FL 32218

## ARTICLE VII

### INCORPORATORS

The names and addresses of the incorporators of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Michael J. Johnnigean	14030 Mandarin Oaks Lane Jacksonville FL 32223
Laleah C. Pierce	1847 Davis Road Jacksonville FL 32218

## ARTICLE VIII

### AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders

may prescribe in any Bylaw made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.

## ARTICLE IX

### PRE-EMPTIVE RIGHTS

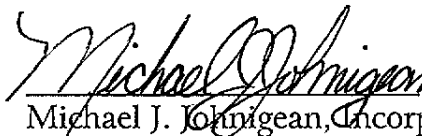
Each Shareholder of the common stock of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following: ...

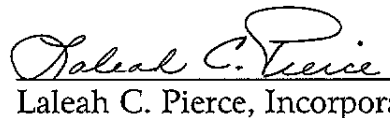
A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

IN WITNESS WHEREOF, the undersigned incorporators, being natural persons competent to contract, have hereunto set their hands and affixed their seals this 24 day of June, 1998.

 (SEAL)  
Michael J. Johnnigan, Incorporator

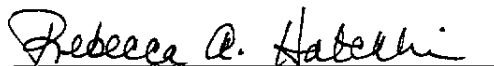
 (SEAL)  
Laleah C. Pierce, Incorporator

STATE OF FLORIDA }  
COUNTY OF DUVAL }

The foregoing instrument was acknowledged before me this the 23<sup>rd</sup> day of June, 1998, by Michael J. Johnnigan, who is personally known to me, or who has produced his drivers license or other type of identification \_\_\_\_\_ and who did take an oath.



REBECCA A. HOTCHKISS  
Notary Public, State of Florida  
My comm. expires Dec. 27, 2000  
Comm. No. CC 007053



Notary Public

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

\_\_\_\_\_  
(Typed, Stamped or Printed)

\_\_\_\_\_  
Serial Number (if any)

STATE OF FLORIDA }  
COUNTY OF DUVAL }

The foregoing instrument was acknowledged before me this the 24<sup>th</sup> day of June, 1998, by Laleah C. Pierce, who is personally known to me, or who has produced her drivers license or other type of identification Fla. Drivers License and who did take an oath.



REBECCA A. HOTCHKISS  
Notary Public, State of Florida  
My comm. expires Dec. 27, 2000  
Comm. No. CC 807053

Rebecca A. Hotchkiss

Notary Public

My Commission Expires: 12/27/2000

\_\_\_\_\_  
(Typed, Stamped or Printed)

\_\_\_\_\_  
Serial Number (if any)

JOHNIGEA\RIVER\ARTICLES  
98-098\922-1

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED AND  
ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, River City Realty, Inc., desiring to organize under the laws of the State of Florida with its initial principal office, as indicated in its articles of incorporation, being located at 1823 University Boulevard South, Jacksonville, Florida, has designated Laleah C. Pierce as its initial registered agent to accept service of process within this state, and has designated as its initial registered office the following address: 1823 University Boulevard South, Jacksonville, Florida 32216.

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon River City Realty, Inc., a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 1823 University Boulevard South, Jacksonville, Florida 32216.

IN WITNESS WHEREOF, I, the said Registered Agent, have hereunto set my hand and seal at Jacksonville, Duval County, Florida, on this 24 day of June 1988.

  
Laleah C. Pierce, as Registered Agent

FILED  
JUN 23 AM 11:06  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA