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July 8, 1998

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Florida Department of State
Division of Corporations
The Capitol
P.O. Box 6327
Tallahassee, FL 32314
Attn: Pam Hall

Re: BGP Services, Inc.

Dear Pam:

Enclosed is an original and two (2) copies of the articles of incorporation, the Certificate Designating Registered Agent and Office, and our firm's check in the amount of \$122.50, to cover the filing fee.

Thank you for your assistance with this matter.

Very truly yours,

BLEDSOE, SCHMIDT, LIPPES & MOONLY, P.A.

Stephen K. Moonly
Stephen K. Moonly *car*

CAR/rmc

Enclosures

cc: Cindy Craft w/encl.

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FILED
98 JUL 13 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P. Hall JUL 13 1998

(7)

ARTICLES OF INCORPORATION
OF
BGP SERVICES, INC.

FILED
98 JUL 13 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of BGP Services, Inc., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is:

BGP Services, Inc.

ARTICLE II: ADDRESS

The mailing address of the corporation is:

5800 Beach Boulevard
Jacksonville, Florida 32207

ARTICLE III: COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence at 12:01 a.m. on the date of filing of these Articles of Incorporation.

ARTICLE IV: PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V: AUTHORIZED SHARES

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

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 5800 Beach Boulevard, Jacksonville, Florida 32207, and the name of the corporation's initial registered agent at that address is Cindy B. Craft.

ARTICLE VII: INITIAL BOARD OF DIRECTORS

The corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The names and street addresses of the initial directors are:

Name

Address

Cindy B. Craft

5800 Beach Boulevard
Jacksonville, FL 32207

Susan E. Burns

5800 Beach Boulevard
Jacksonville, FL 32207

ARTICLE VIII: INCORPORATOR

The name and street address of the incorporator is:

Name

Address

Cindy B. Craft

5800 Beach Boulevard
Jacksonville, FL 32207

The incorporator of the corporation assigns to this corporation her rights under Section 607.0201, Florida Statutes, to constitute a corporation, and she assigns to those persons designated by the board of directors any rights she may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.


ARTICLE IX: BYLAWS

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any Bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X: AMENDMENTS

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

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 14th day of July, 1998.



Cindy B. Craft, Incorporator
BGP Services, Inc.

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That BGP Services, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 5800 Beach Boulevard, Jacksonville, FL 32207, has named Cindy B. Craft as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept obligations of that position.


Cindy B. Craft
Registered Agent

36468.1

FILED
98 JUL 13 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA