

**CORPORATE
ACCESS,
INC.**

P980006382

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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Article

1.) Strond's Services II, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
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EFFECTIVE DATE

7-16-98

98 JUL 21 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SPECIAL INSTRUCTIONS

(4) PH 7/16/98

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**ARTICLES OF INCORPORATION
OF
STROUD'S SERVICES II, INC.**

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98 JUL 21 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

Article I - Name

The name of this corporation is **STROUD'S SERVICES II, INC.**

EFFECTIVE DATE

7-16-98

Article II - Duration

This corporation shall have perpetual existence. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Capital Shares

The aggregate number of shares which this corporation shall have authority to issue shall be 1,000 of a par value of \$1.00 per share.

The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

Article V - Principal and Registered Office and Registered Agent

The street address of the principal office of the corporation is Murrhee Road, Hilliard, Florida 32046 (no street numbers in area) and the address of the initial registered office of this corporation is 1050 Riverside Avenue, Jacksonville, Florida 32204 and the name of the initial registered agent at that address is Clarence H. Houston, Jr.

Article VI - Initial Board of Directors

This corporation shall have one (1) director initially. Thereafter, the number of directors may be either increased or decreased from time to time in the manner provided by the Bylaws, but shall never be fewer than one. The name and address of the initial director of this corporation is:

<u>Name</u>	<u>Address</u>
<i>Barbara A. Stroud</i>	<i>Murrhee Road (P. O. Box 1282) Hilliard, Florida 32046</i>

Article VII - Incorporator

The name and address of the person signing these articles is:

<u>Name</u>	<u>Address</u>
<i>Clarence H. Houston, Jr.</i>	<i>1050 Riverside Avenue Jacksonville, FL 32204</i>

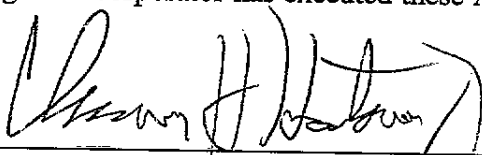
Article VIII - Indemnification

The corporation shall have the power to indemnify all officers and directors and former officers and directors to the fullest extent possible under Florida law or as may be more fully set forth in the by-laws.

Article IX - Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 16th day of July, 1998.




Incorporator

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 16TH day of July, 1998, by Clarence H. Houston, Jr., who is personally known to me or who has produced _____ as identification.


(Printed Name) LINDA G. LANIER

Notary Public, State of Florida

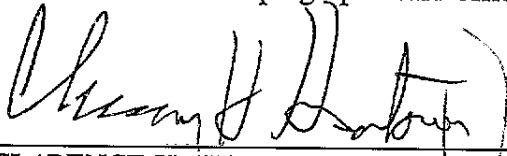
My Commission expires _____



Linda G. Lanier
MY COMMISSION # CC723938 EXPIRES
March 24, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

ACKNOWLEDGMENT AND ACCEPTANCE

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept such designation to act as registered agent, and agree to comply with the provisions of Florida statutes relative to keeping open said office.


CLARENCE H. HOUSTON, JR.

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TALLAHASSEE, FLORIDA