



BRANT, MOORE, MACDONALD & WELLS, P.A.

ATTORNEYS AND COUNSELLORS

50 North Laura Street • Suite 3100  
Jacksonville, Florida 32202

Stephen G. Prom  
sgprom@bmmw-law.com

98000067275

July 29, 1998

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-07/29/98-01016-011

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Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**Re: Articles of Incorporation of Ruthcorp, Inc.**

Dear Sir:

Enclosed for filing on behalf of Ruthcorp, Inc. are the following documents:

1. Original and one copy of Articles of Incorporation ("Articles").
2. Original and one copy of Registered Agent Designation.

Also enclosed is this firm's check in the amount of \$122.50, representing the requisite filing and certification fees. Please forward a certified copy of the Articles to me in the enclosed, self-addressed envelope provided.

Thank you for your assistance.

Sincerely,

Hilde V. Howell,  
Legal Assistant to  
Stephen G. Prom, Esquire

Vhh

Enclosure  
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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DIVISION OF CORPORATIONS  
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**RUTHCORP, INC.**

**ARTICLE I**

**NAME**

The name of this Corporation is: **Ruthcorp, Inc.**

**ARTICLE II**

**PRINCIPAL OFFICE AND MAILING ADDRESS**

The initial street address of the principal office and the mailing address of this Corporation is 5009 Ortega Farms Blvd., Jacksonville, Florida 32210.

**ARTICLE III**

**DURATION**

The existence of this Corporation shall commence on the date of filing with the Division of Corporations, State of Florida, and the term of duration of the Corporation shall be perpetual.

**ARTICLE IV**

**NATURE OF BUSINESS**

This Corporation is organized for the purpose of transacting any or all lawful business permitted under the Laws of the United States and of the State of Florida.

**ARTICLE V**

**CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is Seventy Five Hundred (7500) shares capital stock having a par value of One Dollar (\$1.00) each.

## **ARTICLE VI**

### **DIRECTORS**

The number of directors that the Corporation shall have shall be not less than one (1) but may be such greater number as may be elected by the shareholders from time to time in accordance with the Bylaws of the Corporation. Unless otherwise provided in the Bylaws, the Corporation shall have one (1) director.

## **ARTICLE VII**

### **INITIAL DIRECTORS**

The name and street address of the member of the first Board of Directors, who shall hold office for the first year of existence of the Corporation or until his successor is elected or appointed and has qualified is:

<u>Name</u>	<u>Address</u>
Mark A. Jenks	5009 Ortega Farms Blvd. Jacksonville, FL 32210

## **ARTICLE VIII**

### **INCORPORATOR**

The name and address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Stephen G. Prom	50 N. Laura Street Suite 3100 Jacksonville, FL 32202

## **ARTICLE IX**

### **INITIAL REGISTERED OFFICE AND AGENT**

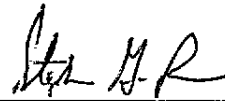
The street address of the initial registered office of this Corporation is 3100 Barnett Center, 50 N. Laura Street, Jacksonville, Florida 32202 and the name of the initial registered agent of this Corporation at that address is Stephen G. Prom.

ARTICLE X

AMENDMENT

This Corporation reserves the right to amend, alter, change or repeal any provisions contained in its Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

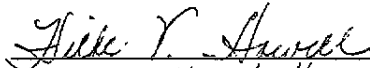
THE UNDERSIGNED, being the original incorporator hereinafter named for the purpose of forming a Corporation to do business both within and without the State of Florida, to make, subscribe, acknowledge, and file these Articles, hereby declares and certifies that the facts herein stated are true and accordingly have hereunto set my hand and seal this 27<sup>th</sup> day of July, 1998.



STEPHEN G. PROM

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of July, 1998, by STEPHEN G. PROM, who is personally known to me or has produced \_\_\_\_\_ as identification.



Print Name: Mike V. Howell

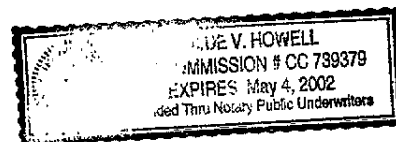
Notary Public

State of Florida At Large

Commission No.: \_\_\_\_\_

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

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DIVISION OF CORPORATIONS

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**CERTIFICATE NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

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

That RUTHCORP, INC., a Corporation duly organized and existing under the laws of the State of Florida, with its registered office being 3100 Barnett Center, 50 N. Laura Street, Jacksonville, Florida 32202, County of Duval, State of Florida, has named STEPHEN G. PROM as its registered agent to accept service of process within this state.

7/27/98

Date




STEPHEN G. PROM,  
Incorporator

**ACCEPTANCE**

Having been named to accept service of process from the above-stated Corporation, at the registered office designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Florida Statutes relative to keeping open said registered office.

7/27/98

Date



STEPHEN G. PROM