

08/10/98 MON 17:42 FAX (904) 359-8000

FOLEY & LARDNER

001

P98000069626

f8/10/98

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

5:08 PM

((H98000014825 7)))

TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: FOLEY & LARDNER

CONTACT: KAREN PETERSON  
PHONE: (904) 359-2000

EFFECTIVE DATE

8-10-98

ACCT#: 072720000061

FAX #: (904) 359-8700

NAME: CHALKBOARD, INC.

AUDIT NUMBER.....H98000014825

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 4

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

FILED  
98 AUG 11 AM 8:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

me 8/11/98

Fax Audit No. H98000014825

FILED

98 AUG 11 AM 8:54

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE 8-10-98 ARTICLES OF INCORPORATION  
OF

CHALKBOARD, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE 1

NAME AND ADDRESS

Section 1.1 Name. The name of the corporation is CHALKBOARD, INC.

Section 1.2 Address of Principal Office. The address of the principal office of the corporation is 9428 Baymeadows Road, Suite 112, Jacksonville, Florida 32256.

ARTICLE 2

DURATION

Section 2.1 Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five business days after they are executed, corporate existence shall commence upon filing by the Department of State.

ARTICLE 3

PURPOSES

Section 3.1 Purposes. This corporation is organized for the purposes of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

ARTICLE 4

CAPITAL

Section 4.1 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 10,000 shares of voting common stock having a par value of \$.01 per share.

Prepared by: Linda Y. Kelso, Fla. Bar No. 298662  
Foley & Lardner  
200 Laura Street, Jacksonville, FL 32202  
904/359-2000  
Fax Audit Number: H98000014825

Fax Audit No. H98000014825

## ARTICLE 5

## INITIAL REGISTERED OFFICE AND AGENT

Section 5.1 Name and Address. The street address of the initial registered office of this corporation is 200 Laura Street, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is F&L Corp.

## ARTICLE 6

## DIRECTORS

Section 6.1 Number. This corporation shall have three (2) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 Initial Directors. The name and address of the members of the first board of directors of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Thomas F. Beekler	9428 Baymeadows Road, Suite 112 Jacksonville, Florida 32256
Ladson Montgomery	9428 Baymeadows Road, Suite 112 Jacksonville, Florida 32256

## ARTICLE 7

## BYLAWS

Section 7.1 Bylaws. The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws may be amended or repealed from time to time by either the board of directors or the shareholders, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

Fax Audit No. H98000014825

## ARTICLE 8

### INCORPORATOR

Section 8.1 Name and Address. The name and street address of the incorporator of this corporation are: David C. Cook, 200 Laura Street, Jacksonville, Florida 32202.

## ARTICLE 9

### INDEMNIFICATION

Section 9.1 Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

## ARTICLE 10

### AMENDMENT

Section 10.1 Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles on August 10, 1998.

  
David C. Cook, Incorporator

Prepared by:

Linda Y. Kelso, Fla. Bar No. 298662  
Foley & Lardner  
200 Laura Street, Jacksonville, FL 32202  
904/359-2000  
Fax Audit Number: H98000014825

Fax Audit No. H98000014825

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the above Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and I accept the obligations of a registered agent.

F&L CORP.

By: Charles V. Hedrick  
Charles V. Hedrick, Authorized  
Signatory

Date: August 10, 1998

FILED  
98 AUG 11 AM 8:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Prepared by: Linda Y. Kelso, Fla. Bar No. 298662  
Foley & Lardner  
200 Laura Street, Jacksonville, FL 32202  
904/359-2000  
Fax Audit Number: H98000014825