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PAPPAS METCALF JENKS MILLER & REINSCH

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
200 WEST FORSYTH STREET • SUITE 1400
JACKSONVILLE, FLORIDA 32202-4327

GARY B. DAVENPORT
CHRISTINA P. GILLAM
THOMAS M. JENKS
ROBERT A. LEAPLEY, JR.
JOHN G. METCALF
FRANK E. MILLER
M. LYNN PAPPAS
MARK A. REINSCH
GARRY J. RHODEN

TELEPHONE
(904) 353-1980
TELECOPY
(904) 353-5217

September 1, 1998

Corporate Records Bureau
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

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-09/04/98--01129--007
****122.50 ****122.50

Re: Incorporation of The Centola Company

Gentlemen:

Enclosed please find the following documents in connection with the incorporation of The Centola Company:

1. Articles of Incorporation and copy for certification; and
2. A check in the amount of \$122.50 to cover the following items: (a) \$35.00 for filing fee, (b) \$52.50 for one certified copy of the Certificate of Incorporation, and (c) \$35.00 for certificate designating registered agent.

Your assistance in this matter is appreciated. Should you have any questions or comments regarding the above, please do not hesitate to contact me.

Very truly yours,

Frank E. Miller
Frank E. Miller

EFFECTIVE DATE
8-31-98

FEM/dgr
Enclosures

Dmc
9/9/98

21686.1

FILED
98 SEP -4 PM 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE CENTOLA COMPANY

FILED

98 SEP -4 PM 2:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I
Name

EFFECTIVE DATE

8-31-98

The name of the corporation is THE CENTOLA COMPANY.

ARTICLE II
Principal Office

The principal office and mailing address of the corporation shall be 532 Ponte Vedra Boulevard, Ponte Vedra Beach, Florida 32082.

ARTICLE III
Duration

This corporation shall exist perpetually. 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 (5) days, exclusive of legal holidays after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE IV
Nature of Business

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

ARTICLE V
Capital Stock

(a) Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is One Hundred (100) shares of common stock having a par value of \$1.00 per share.

(b) Preemptive Rights. Shareholders shall have no preemptive rights.

(c) Cumulative Voting. Cumulative voting shall not be permitted.

(d) Restrictions on Transfer of Stock. 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 VI **Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 532 Ponte Vedra Boulevard, Ponte Vedra Beach, Florida 32082 and the name of the initial registered agent of this corporation at that address is Thomas A. Centola, Jr.

ARTICLE VII **Directors**

(a) Number. This corporation shall have two (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.

(b) Initial Directors. The name and street address of the members of the first board of directors of the corporation are:

Thomas A. Centola, Jr.
532 Ponte Vedra Boulevard
Ponte Vedra Beach, Florida 32082

Camille C. Centola
532 Ponte Vedra Boulevard
Ponte Vedra Beach, Florida 32082

(c) Compensation. The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

(d) 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 VIII **Bylaws**

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, 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 directors.

ARTICLE IX
Incorporator

The name and street address of the incorporator of this corporation is:

Thomas A. Centola, Jr.
532 Ponte Vedra Boulevard
Ponte Vedra Beach, Florida 32082

ARTICLE X
Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation and any rights conferred upon the shareholders are subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 31st day of August, 1998.



Thomas A. Centola, Jr.
Incorporator

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 31st day of August, 1998, by THOMAS A. CENTOLA, JR.



Shannon L. Mastroratti
(Print Name Shannon L. Mastroratti)
NOTARY PUBLIC
State of Florida at Large
Commission # _____
My Commission Expires: _____

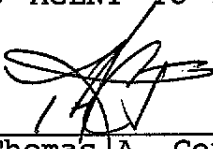
Personally known _____
or Produced I.D. ✓
[check one of the above]

Type of Identification Produced

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

THE CENTOLA COMPANY, DESIRING TO ORGANIZE OR QUALIFY UNDER THE
LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS
IN THE CITY OF PONTE VEDRA BEACH, STATE OF FLORIDA, HAS NAMED
THOMAS A. CENTOLA, Jr., LOCATED AT 532 PONTE VEDRA BOULEVARD, PONTE
VEDRA BEACH, FLORIDA 32082, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.



Thomas A. Centola, Jr.

Dated: August 31st, 1998

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.



Thomas A. Centola, Jr.

Dated: August 31st, 1998

FILED
98 SEP -4 PM 2:31
TALLAHASSEE, FLORIDA
SECRETARY OF STATE