

LAW OFFICE  
H. CRANSTON POPE, J.D., LL.M. (TAX)

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September 28, 1998

P98000083596

Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: P.C. Hall, Inc.

Dear Sir or Madame,

Enclosed please find the original and one copy of Articles of Incorporation and original Acceptance of Registered Agent for the captioned corporation. If these documents meet with your approval, we would appreciate your filing the originals and returning a certified copy of the Articles to us. Our check in the amount of \$122.50 is enclosed.

Should you have any questions or require further information, please let us know.

Sincerely,

*Susan Beatz*  
for H. Cranston Pope

HCP/slb  
Enclosures

RECEIVED  
98 SEP 28 PM 2:36  
DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

FILED  
98 SEP 28 PM 2:46  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

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ARTICLES OF INCORPORATION

OF

P.C. HALL, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation hereby subscribe to and form a corporation for profit under the laws of the State of Florida.

Article I - Name

The name of the corporation is P.C. HALL, INC.

Article II - Principal Office and Mailing Address

The address of the principal office of the corporation is 415 Magnolia Avenue, Panama City, FL 32401 and the mailing address is 415 Magnolia Avenue, Panama City, FL 32401.

Article III - Nature of Business

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

Article IV - Duration

This corporation shall have perpetual existence and shall commence on filing.

Article V - Capital Stock

This corporation is authorized to issue 1,000 shares of common stock, each share having the par value of \$1.00.

Article VI - Initial Registered  
Office and Agent

The street address of the initial registered office of this corporation is 415 Magnolia Avenue, Panama City, FL 32401 and the name of the initial registered agent of this corporation at that address is BROWARD HALL.

Article VII - Board of Directors

This corporation shall have at least one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than two. The names and addresses of the initial directors of this corporation are:

BROWARD HALL, 415 Magnolia Avenue, Panama City, FL 32401

Article VIII - Preemptive Rights

The shareholders of the corporation shall have the preemptive right to acquire unissued or treasury shares of the corporation in proportion to their respective percentages of stock ownership.

Article IX - Incorporators

The names and addresses of the persons signing these Articles are:

BROWARD HALL, President of Broward Hall Agency, Inc., 415 Magnolia Avenue, Panama City, FL 32401

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 28th day of September, 1998.

BROWARD HALL AGENCY, INC.


BY: Broward Hall (Seal)  
Broward Hall, Its President

STATE OF FLORIDA  
COUNTY OF BAY

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Broward Hall Agency, Inc., by Broward Hall, President, to me personally known, who executed the foregoing instrument and who acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 28th day of September, 1998.

SUSAN BEATY  
Notary Public - State of Florida  
my Commission Expires March 2, 2001  
Commission No. CC 625749

  
\_\_\_\_\_  
Susan Beaty  
Notary Public  
My commission expires: Mar. 2, 2001

ACCEPTANCE OF REGISTERED AGENT

I, BROWARD HALL, having been appointed to act as registered agent for P.C. HALL, INC., in its registered office located at 415 Magnolia Avenue, Panama City, Florida 32401, hereby accept such appointment and agree to serve as registered agent in the Corporation's registered office.

*Broward Hall*

BROWARD HALL

STATE OF FLORIDA

COUNTY OF BAY

The foregoing instrument was acknowledged before me 28th day of September, 1998, by Broward Hall.

SUSAN BEATY  
Notary Public - State of Florida  
My Commission Expires March 2, 2001  
Commission No. CC 625749

*Susan Beaty*

Susan Beaty  
Notary Public  
My Commission Expires: Mar. 2, 2001

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TALLAHASSEE, FLORIDA