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ACCOUNT NO. : 072100000032

REFERENCE : 005463 4732152

AUTHORIZATION :

*Patricia Pizito*

COST LIMIT : \$ 78.75

ORDER DATE : October 22, 1998

ORDER TIME : 11:44 AM

ORDER NO. : 005463-005

CUSTOMER NO: 4732152

200002670352--8

CUSTOMER: Ms. Beth E. Mangus  
GARTNER BROCK & SIMON  
Suite 203  
1660 Prudential Drive  
Jacksonville, FL 32207

DOMESTIC FILING

NAME: SHD, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT 22 PM 3:21

RECEIVED  
98 OCT 22 PM 1:06  
DIVISION OF CORPORATIONS  
*102298*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT 22 PM 3:21

ARTICLES OF INCORPORATION

OF

SHD, INC.

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

ARTICLE I

Name, Location and  
Mailing Address of Principal Office

The name of the corporation is SHD, Inc. The principal office and mailing address of this corporation is 7751 Belfort Parkway, Suite 350, Jacksonville, Florida, 32256.

ARTICLE II

Purpose

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

ARTICLE III

Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1660 Prudential Drive, Suite 203, Jacksonville, Florida 32207, and the name of the initial registered agent of the corporation at that address is Bert C. Simon.

## ARTICLE VI

### Directors

This corporation shall initially have one director. The number of directors may be increased or decreased from time to time but shall never be fewer than one nor more than five. The name and street address of the member of the first Board of Directors of the corporation is:

<u>Name</u>	<u>Street Address</u>
Edward E. Burr	7751 Belfort Parkway, Suite 350 Jacksonville, Florida, 32256

## ARTICLE VII

### Incorporator

The name and street address of the incorporator of this corporation is Bert C. Simon, 1660 Prudential Drive, Suite 203, Jacksonville, Florida 32207.

## ARTICLE VIII

### By-Laws

The initial By-Laws of this corporation shall be adopted by the directors. By-Laws may be adopted, amended or repealed in the manner provided in the By-Laws by either the shareholders or the directors.

## ARTICLE IX

### Restrictions on Transfer of Stock

The shareholders may, by By-Law 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 X

### Director Compensation

The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for

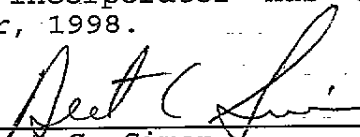
their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE XI

Indemnification

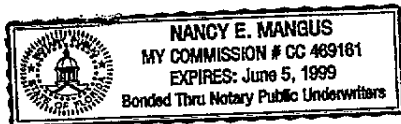
The Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

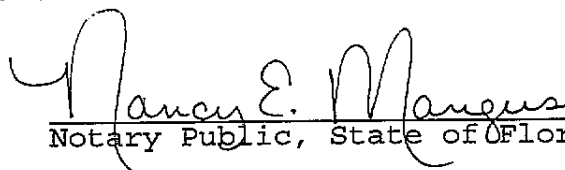
IN WITNESS WHEREOF, the incorporator has executed these Articles the 21st day of October, 1998.

  
Bert C. Simon  
Incorporator

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 21st day of October, 1998 by Bert C. Simon.



  
Notary Public, State of Florida

Print Name: Nancy E. Mangus  
My Commission Expires: June 5, 1999

Personally known X or produced identification: \_\_\_\_\_

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA  
AND NAMING THE REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

SHD, Inc., desiring to organize under the laws of the State of Florida as a corporation has named Bert C. Simon, whose maintains an office at 1660 Prudential Drive, Suite 203, Jacksonville, Florida 32207 as its registered agent to accept service of process within this state, all in accordance with Section 607.034, Florida Statutes.

DATED this 21st day of October, 1998.

By: Bert C. Simon

Bert C. Simon, Incorporator

A C C E P T A N C E

Having been named to accept service of process for the foregoing corporation, at the place designated in this certificate, and being familiar with the obligations of such position, I hereby agree to act in such capacity and agree to comply with the provisions of the laws of the State of Florida relative to maintaining such registered office.

DATED this 21st day of October, 1998.

Bert C. Simon  
Bert C. Simon

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DIVISION OF CORPORATIONS  
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