

P98000095131

October 19, 1998

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

4000002672504-0
-10/26/98-011092-026
*****78.75 *****78.75

Subject: PROTECTIVE CAPITAL MANAGEMENT CORPORATION

To Whom It May Concern:

Enclosed is an original and one (1) copy of the articles and a check for \$78.75 (Filing fee and Certificate).

From: Michael Austell
10355 Arrowhead Drive
Jacksonville, FL 32257
(904) 880-9002

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 10 PM 2:15

11-10
WS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

November 2, 1998

MICHAEL AUSTELL
10355 ARROWHEAD DRIVE
JACKSONVILLE, FL 32257

SUBJECT: PROTECTIVE CAPITAL MANAGEMENT CORPORATION
Ref. Number: W98000024809

We have received your document for PROTECTIVE CAPITAL MANAGEMENT CORPORATION, however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$78.75.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 898A00053459

ARTICLES OF INCORPORATION

ARTICLES OF INCORPORATION OF PROTECTIVE CAPITAL MANAGEMENT CORPORATION

The undersigned subscriber to these Articles of Incorporation, natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

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ARTICLE I NAME

The name of the corporation shall be Protective Capital Management Corporation.

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of common stock having a par value of \$0.10 per share.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The street address of the initial registered office of the corporation shall be 10355 Arrowhead Drive, Jacksonville, FL 32257, and the name of the initial Registered Agent for the corporation at that address is C. Michael Austell.

ARTICLE V SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the Requirements of Section 1244 of the Internal Revenue Code and the Regulations issued thereunder. Such actions as may be necessary Shall be deemed to have been taken by the appropriate officers to Accomplish this compliance.

ARTICLE VI TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE VII LIMITATION OF LIABILITY

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE VIII SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

C. Michael Austell

ARTICLE X INCORPORATOR

The name and address of the incorporator is:

C. Michael Austell
10355 Arrowhead Drive
Jacksonville, Florida 32257

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 28 day of October, 19 98

Incorporator:  C. Michael Austell

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was executed and acknowledged before me this 28 day of October, 19 98 by: C. Michael Austell

Peggy M. Labs Notary Public
State of FLORIDA
My Commission Expires: 10-8-02

(SEAL)

PEGGY M. LABS
Notary Public, State of Florida
My Comm. expires Oct. 8, 2002
Comm. No. CC 782069

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Protective Capital Management Corporation

2. The name and address of the registered agent and office is:

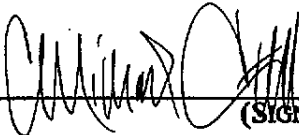
Michael Austell
(NAME)

10355 Arrowhead Drive
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Jacksonville, Florida 32257
(CITY/STATE/ZIP)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)

11/6/98
(DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314