



THE UNITED STATES
CORPORATION
COMPANY

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99 MAY 27 PM 2:27

ACCOUNT NO. : 072100000032

REFERENCE : 255782

8440A

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUTHORIZATION :

Patricia Piquero

COST LIMIT : \$ 78.75

ORDER DATE : May 27, 1999

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CUSTOMER NO: 8440A

CUSTOMER: G Laurence Baggett, Esq
HEEBNER, BAGGETT & DANIELS
HEEBNER, BAGGETT & DANIELS
523 North Halifax Avenue

Daytona Beach, FL 32118

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TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS

DOMESTIC FILING

NAME: N.P. MANAGEMENT, 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: Christine Lillich

EXAMINER'S INITIALS: PH 5/27/99 ✓ ⑧

ARTICLES OF INCORPORATION
OF
N.P. MANAGEMENT, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida, by and under the provisions for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of this corporation shall be: N.P. Management, Inc. . The principal office and mailing address of the corporation is: 523 N. Halifax Avenue, Daytona Beach, FL 32118.

ARTICLE II

The general nature of the business proposed to be transacted and carried on, and the objectives and purposes of the corporation, are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, viz:

- (a) To buy, sell, auction, lease or otherwise deal in real or personal property of every kind and nature, either at retail or wholesale, for the corporation's own account or for the account of others.
- (b) To manufacture, purchase or otherwise acquire, and to own and mortgage, pledge, sell, assign and transfer or otherwise dispose of, and to invent, trade, deal in and with goods, wares, merchandise and other personal property of every class and description whatsoever.
- (c) To buy, sell, manufacture, repair, alter and exchange, let or hire, export and deal in all kinds of articles and things which may be required for the purpose of any of the said businesses, or commonly supplied or dealt in by persons engaged in any such businesses, or which may seem capable of being profitably dealt with in connection with any of the said businesses.
- (d) To operate and maintain stores, buildings, warehouses or any other real property for the carrying out of any of the foregoing businesses.
- (e) To lease, hire or otherwise acquire, to own, hold, maintain, improve, alter and to sell, convey, mortgage or otherwise dispose of real and personal property and any interest therein.
- (f) To guarantee, to acquire by purchase, subscription or otherwise, hold for investment or otherwise, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares

of the capital stock of, or any bonds, securities or any evidences of indebtedness created by any other corporation or corporations; and while the owner of any such stocks, bonds, securities or evidences of indebtedness, to exercise all the rights, powers and privileges of ownership; including the right to vote thereon for any and all purposes; to aid by loan, subsidy, guaranty, or in any other manner whatsoever so far as the same may be permitted in the case of corporations organized under the general corporation laws of the State of Florida, any corporation whose stocks, bonds, securities or other obligations are or may be in any manner and at any time owned, held or guaranteed, and to do any and all other acts or things for the preservation, protection, improvement or enhancement in value of any such stocks, bonds, securities or other obligations; and to do all and any such acts or things designed to accomplish any such purposes.

(g) To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises and contracts of every kind; to cause to be formed, promote and to aid in any way in the formation of any corporation, domestic or foreign.

(h) To act as financial, business and purchasing agent for domestic and foreign corporations, individuals, partnerships, association, state governments or other bodies.

(i) To acquire in any manner, enjoy, utilize, hold, sell, assign, lease, mortgage or otherwise dispose of, letters patent of the United States or of any foreign country, patents, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names or pending application therefore, relating to or useful in connection with the business of the corporation or any other corporation in which the corporation may have an interest as a stockholder or otherwise.

(j) To borrow money and contract debts when necessary for the transaction of its businesses or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or payable upon the happening of a specific event, whether secured by mortgage, pledge or otherwise, or unsecured, for money borrowed or in payment for property purchased or acquired, or for any other lawful objects.

(k) To acquire by purchase, subscription or otherwise, and to hold for investment, and to own, hold, sell, vote and handle shares of stock in other corporations.

(l) To have one or more offices, conduct business and promote its objects within and without the State of Florida, in other states, the District of Columbia, and the territories, possessions and dependencies of the United States, and in foreign countries, without restriction as to place or amount.

(m) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers

enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, as principal, agent, director, trustee or otherwise, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful business necessary or incidental to the accomplishment of the purpose or the attainment of the objects or the furtherance of such purposes or objects of the corporation, whether or not such business is similar in nature to the purposes and objects set forth in these Articles of Incorporation or any amendment thereof.

The foregoing paragraphs shall be construed as enumerating both objects and powers of the corporation; it is hereby expressly provided that the foregoing enumeration of specific power shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III

The capital stock of this corporation shall consist of 1,000 shares of common stock of a par value of \$1.00 per share.

Each holder of common stock shall have one vote for each share of such stock held. The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States or proper labor or services at a just valuation to be fixed by the Directors.

ARTICLE IV

This corporation is to have perpetual existence.

ARTICLE V

The street address of the initial registered office of this corporation is 523 North Halifax Avenue, Daytona Beach, Florida, 32118.

The name of the initial registered agent of this corporation at that address is G. Laurence Baggett, Esq. The Board of Directors may, from time to time, move the registered office to any other address within or without the State of Florida.

ARTICLE VI

This corporation shall at all times have at least one director. The number of directors may be increased or decreased from time to time in the manner set forth in the By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE VII

The names and addresses of the members of the first Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
G. Laurence Baggett	523 N. Halifax Avenue, Daytona Beach, FL 32118

ARTICLE VIII

The name and address of the subscriber of these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
G. Laurence Baggett	523 N. Halifax Avenue Daytona Beach, FL 32118

ARTICLE IX

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation and creating, dividing, limiting and regulating the powers of the corporation, its stockholders and directors, are hereby adopted as a part of these Articles of Incorporation.

(a) The Board of Directors from time to time shall determine whether, and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be open to the inspection of the stockholders.

(b) The directors may prescribe a method or methods for replacement of lost stock certificates, and prescribe reasonable conditions by way of security, upon the issue of new certificates therefore.

(c) Unless otherwise determined by the Board of Directors, no holder of stock of the corporation shall be entitled as such, as a matter of rights, to purchase or subscribe for any stock of any class which the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether out of unissued shares authorized by the Articles of Incorporation of the corporation as originally filed or by any amendment thereof, or out of shares of stock of the corporation acquired by it after the issue thereof, and whether issued for cash or otherwise, nor shall he be entitled to any right of subscription to any thereof; nor, unless otherwise determined by the Board of Directors, shall any holder of any shares of the

capital stock of the corporation be entitled as such, as a matter of right, to purchase or subscribe for any obligation which the corporation may issue or sell that may be convertible into or exchangeable for any shares of the stock of the corporation of any class or classes, or to which shall be attached or appurtenant any warrant or warrants, or any instruments or instrument that shall confer upon the holder of holders of such obligation the right to subscribe for or purchase from the corporation any share of its capital stock of any class or classes.

(d) No contract or other transaction between the corporation and any other corporation, 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, or is a director or officer, or are directors or officers of such other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in any such contract or transaction of the corporation, or in which the corporation is interested, and no contract, act or transaction of the corporation with any person or persons, firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that may otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any wise interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a director of such subsidiary or controlled company.

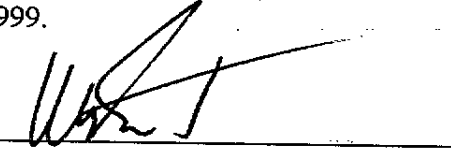
(e) The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

(f) Directors may set salaries or other compensation of officers without prior stockholder consent or subsequent stockholder ratification, including setting salaries or other compensation for members of the Board who may also from time to time serve as officers of the corporation.

ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders having the right to vote on any such amendment, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders entitled to vote thereon sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Daytona Beach, Volusia County, Florida, for the uses and purposes aforesaid, this 28 day of May, 1999.



STATE OF FLORIDA
COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgements, personally appeared G. LAURENCE BAGGETT, personally known to me, or produced _____ as identification, and to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid, this
25 day of May 1999.

Dawne M. Holmes

Notary Public

State of Florida at Large

My commission expires:



DAWNE M. HOLMES
Notary Public, State of Florida
My Comm. Exp. Sept. 22, 2000
Comm. No. CC 587170

CERTIFICATE 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:

FIRST, THAT DESIRING TO ORGANIZE OR QUALIFY UNDER THE
LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT
THE CITY OF DAYTONA BEACH, STATE OF FLORIDA, HAS NAMED G. LAURENCE
BAGGETT, ESQ., LOCATED AT 523 NORTH HALIFAX AVENUE, CITY OF DAYTONA
BEACH, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN FLORIDA.

SIGNATURE 

TITLE Attorney

DATE 5/25/99

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 PROVISION OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE 

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA