

Division of Corporations

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Florida Department of State
Division of Corporations
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From:

Account Name : MARTIN, ADE, BIRCHFIELD & MICKLER, P.A.
Account Number : I19990000133
Phone : (904) 354-2050
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FLORIDA PROFIT CORPORATION OR P.A.

Baymeadows Consulting Group, Inc.

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF
BAYMEADOWS CONSULTING GROUP, INC.

ARTICLE I.

NAME

The name of this corporation is "Baymeadows Consulting Group, Inc."

ARTICLE II.

PRINCIPAL OFFICE

The initial principal office and mailing address of this corporation is c/o Martin, Ade,
Birchfield & Mickler, P.A., One Independent Drive, Suite 3000, Jacksonville, Florida 32202.

ARTICLE III.

COMMENCEMENT OF EXISTENCE

The existence of the corporation shall commence on execution by the incorporator unless the filing of these Articles of Incorporation occurs more than five (5) business days thereafter, in which event such existence shall commence on the date of filing of these Articles of Incorporation.

ARTICLE IV.

CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of common stock with a par value of One Dollar (\$1.00) per share, which shares shall be and hereby are designated

Prepared by Daniel B. Nunn, Jr., Esq.
Martin, Ade, Birchfield & Mickler, P.A.
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as "Common Shares." Without action by the shareholder(s), any or all of the authorized shares may be issued by this corporation from time to time for such consideration as may be fixed by the board of directors of this corporation.

ARTICLE V.

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the state of Florida is One Independent Drive, Suite 3000, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is MABM Corporate Services, Inc. The board of directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

ARTICLE VI.

INCORPORATOR

The name and address of the Incorporator of this corporation is:

NAME

MABM Corporate Services, Inc.

ADDRESS

One Independent Drive, Suite 3000
Jacksonville, Florida 32202

ARTICLE VII.

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Either the shareholder(s) or board of directors may repeal, amend, or adopt bylaws for the corporation, pursuant to these articles, except that the shareholder(s) may prescribe in any bylaw made by them that such bylaw shall not be altered, repealed, or amended by the board of directors.

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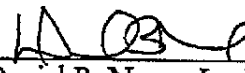
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IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set his hand this 10th day of August, 1999.

MABM CORPORATE SERVICES, INC.
Incorporator

By: 
Daniel B. Nunn, Jr., Vice President

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**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
BAYMEADOWS CONSULTING GROUP, INC.**

Pursuant to Section 607.0501, Florida Statutes (1997), MABM Corporate Services, Inc., located at One Independent Drive, Suite 3000, Jacksonville, Florida, 32202, having been named as registered agent to accept service of process upon Baymeadows Consulting Group, Inc., at One Independent Drive, Suite 3000, Jacksonville, Florida, 32202, hereby accepts the appointment as registered agent, agrees to act in that capacity, and agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties as registered agent, acknowledging hereby that it is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned corporation has caused this Certificate to be executed in Jacksonville, Duval County, Florida on this 10th day of August, 1999.

MABM CORPORATE SERVICES, INC.
Registered Agent

By 
Daniel B. Nunn, Jr., Vice President

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