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BONDURANT AND FUQUA, P.A.

ATTORNEYS AT LAW  
4450 LAFAYETTE STREET  
POST OFFICE BOX 1508  
MARIANNA, FLORIDA 32447

FRANK E. BONDURANT  
H. MATTHEW FUQUA  
J. SHAD REDMON

TELEPHONE: (850) 526-2263  
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August 4, 1999

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

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-08/06/99--01044--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Underwood & Underwood, Inc.  
Articles of Incorporation

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for Underwood & Underwood, Inc, which includes designation of resident agent. You will also find enclosed our firm check made payable to you in the amount of \$78.75 to cover the filing fee and a certified copy. When the Articles of Incorporation have been filed in your office, please return a certified copy of the same to our firm.

Thank you for your prompt attention to this matter.

Sincerely,

*Frank E. Bondurant*

FRANK E. BONDURANT  
For the Firm

FEB/sjc.

Enclosures: As above stated

FILED  
99 AUG -6 AM 7:20  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

8-12-99

**ARTICLES OF INCORPORATION**  
**OF**  
**UNDERWOOD & UNDERWOOD, INC.**

**FILED**  
99 AUG -6 AM 7:20  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned subscribers to these Articles of Incorporation, being natural persons, competent to contract, hereby form this corporation under the laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of this corporation is Underwood & Underwood, Inc.

**ARTICLE II**

**TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE III**

**NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is to manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit trust, surety, express, railroad,

canal, telephone, telegraph, or cemetery company, a building and loan association, fraternal benefit society, state fair, nor exposition.

#### **ARTICLE IV**

##### **PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal place of business of the corporation is at 4115 Ocean Street, Panama City Beach, Florida 32408. The mailing address of the corporation is 4115 Ocean Street, Panama City Beach, Florida 32408.

#### **ARTICLE V**

##### **REGISTERED OFFICE AND REGISTERED AGENT**

The initial registered office is at 4450 Lafayette Street, Marianna, Florida. The name of the initial registered agent at that address is Frank E. Bondurant. The Board of Directors may, from time to time, move the initial registered office of the corporation to any other address in the State of Florida.

#### **ARTICLE VI**

##### **AUTHORIZED SHARES**

The maximum number of shares of stock that this corporation is authorized to have outstanding at one time is 500 shares of common stock having a par value of \$1.00 per share.

**ARTICLE VII**

**INITIAL CAPITAL**

The amount of capital with which this corporation will begin business is not less than \$250.00.

**ARTICLE VIII**

**DIRECTORS**

This corporation shall have two (2) directors, initially. The number of directors may be increased or diminished from time to time by bylaws adopted by the stockholders, but shall never be less than one (1).

**ARTICLE IX**

**INITIAL DIRECTORS**

The names and post office addresses of the members of the first Board of Directors are:

**NAME**

**ADDRESS**

Michael D. Underwood

5289 Brown Street  
Graceville, Florida 32440

Priscilla Underwood

5289 Brown Street  
Graceville, Florida 32440

**ARTICLE X**

**SUBSCRIBERS**

The names and post office addresses of the subscribers to these Articles of

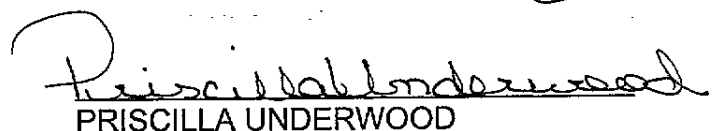
Incorporation, the number of shares each agrees to take, and the value or consideration therefor, are:

<u>NAME</u>	<u>ADDRESS</u>	<u>CONSIDERATION</u>	<u>SHARES</u>
Michael D. Underwood	5289 Brown Street Graceville, Florida 32440	\$125.00	125
Priscilla Underwood	5289 Brown Street Graceville, Florida 32440	\$125.00	125

#### AMENDMENT

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

  
MICHAEL D. UNDERWOOD

  
PRISCILLA UNDERWOOD

STATE OF FLORIDA

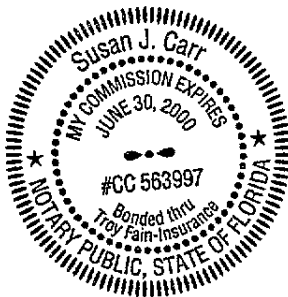
COUNTY OF JACKSON

I HEREBY CERTIFY that before me, the undersigned authority, personally appeared MICHAEL D. UNDERWOOD and PRISCILLA UNDERWOOD, personally known

to me, who did not take an oath, known to be the persons described in and who executed the foregoing Articles of Incorporation as SUBSCRIBERS, and they acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal this the 4th day of August, 1999.

NOTARY PUBLIC



Susan J. Carr  
Printed Name: \_\_\_\_\_  
State of Florida at Large  
Commission No: \_\_\_\_\_  
Commission Expires: \_\_\_\_\_

THIS INSTRUMENT PREPARED BY:


Frank E. Bondurant  
Florida Bar Number: 0520330  
BONDURANT AND FUQUA, P.A.  
4450 Lafayette Street  
Post Office Box 1508  
Marianna, Florida 32447  
(850) 526-2263

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE**  
**FOR THE SERVICE OF PROCESS WITHIN THIS STATE.**  
**NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted,  
in compliance with said Act:

FIRST - That UNDERWOOD & UNDERWOOD, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, and its registered office in the City of Marianna, Jackson County, Florida, has named Frank E. Bondurant, whose address is 4450 Lafayette Street, Marianna, Florida 32446, as its agent to accept service of process within this State.

SECOND - 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 further agree to comply with the provisions of said Act relative to keeping open said office.

  
FRANK E. BONDURANT,  
Registered Agent

**FILED**  
99 AUG -6 AM 7:20  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA