



THE UNITED STATES  
CORPORATION  
COMPANY

P99000089596

ACCOUNT NO. : 072100000032

REFERENCE : 403253 7194943

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Pizito*

ORDER DATE : October 7, 1999

ORDER TIME : 2:23 PM

ORDER NO. : 403253-005

CUSTOMER NO: 7194943

700003010477--5

CUSTOMER: Richard T. Morehead, Esq  
RICHARD T. MOREHEAD, P.A.  
RICHARD T. MOREHEAD, P.A.  
105b Solana Road

Ponte Vedra Bea, FL 32082

DOMESTIC FILING

NAME: DCG OF PONTE VEDRA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

2544  
W99-23328

FILED  
99 OCT -8 PM 3:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
99 OCT -8 PM 3:59  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

TS 10/11/99



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

October 8, 1999

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: DCG, INC.  
Ref. Number: W99000023328

We have received your document for DCG, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 999A00048951

**RESUBMIT**  
Please give original  
submission date as file date.

RECEIVED  
99 OCT 11 PM 12:03  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

DCG of Ponte Vedra, Inc.

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

ARTICLE I

NAME

The name of this corporation is DCG of Ponte Vedra, Inc.

ARTICLE II

COMMENCEMENT AND DURATION

This corporation shall commence upon the filing of these Articles with the Secretary of the State of Florida and shall exist perpetually.

ARTICLE III

PURPOSE

This corporation is organized for the purpose of engaging in the business of distributor of utility products and related areas and other businesses as may be approved by the Board of Directors and which businesses are permitted under the laws of the State of Florida.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of capital stock which this corporation is authorized to have is one hundred shares of common capital stock with a par value of one dollar per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

FILED  
99 OCT -8 PM 3:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The street address of the initial registered office of this corporation is 1159 Salt Marsh Circle, Ponte Vedra Beach, Florida 32082, and the name of the initial registered agent of this corporation at that address is Cathy Garwood.

## ARTICLE VI

### INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may either be increased or diminished from time to time according to the By-Laws, but shall never be less than one. The name and address of the initial directors of this corporation are:

David Garwood  
1159 Salt Marsh Circle  
Ponte Vedra Beach, FL 32082

Cathy Garwood  
1159 Salt Marsh Circle  
Ponte Vedra Beach, FL 32082

## ARTICLE VII

### INCORPORATOR

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

Cathy Garwood  
1159 Salt Marsh Circle  
Ponte Vedra Beach, FL 32082

## ARTICLE VIII

### BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors, subject to the approval by the shareholders. The initial By-Laws of this corporation shall be adopted by the director.

## ARTICLE IX

### INITIAL ISSUE AND RESTRICTIONS OF TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person(s) and in the amount set opposite of their names:

David Garwood 51 SHARES

Cathy Garwood 49 SHARES

Shares held by the initial stockholders listed above and subsequent shareholders may not be resold or otherwise transferred to other persons or hypothecated in any manner unless shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation. The treasury stock of the corporation may only be issued with the approval of the shareholders.

#### ARTICLE X

##### OFFICERS

The name and post office address of the officers of this corporation who shall hold office for the first year of the corporation, until successors are elected or appointed and have qualified are as follows:

David Garwood, President/Treasurer  
1159 Salt Marsh Circle  
Ponte Vedra Beach, FL 32082

Cathy Garwood, Secretary  
1159 Salt Marsh Circle  
Ponte Vedra Beach, FL 32082

#### ARTICLE XI

##### SHAREHOLDER QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

#### ARTICLE XII

##### APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case whether or not approval is required by law.

#### ARTICLE XIII

##### POWERS

This corporation shall have all of the corporation powers enumerated in the Florida General Corporation Act.

#### ARTICLE XIV

##### PRINCIPAL PLACE OF BUSINESS

The initial principal place of business for the corporation is 1159 Salt Marsh Circle, Ponte Vedra Beach, FL 32082.

#### ARTICLE XV

##### DIRECTOR COMPENSATION

The shareholders of this corporation shall have the exclusive authority to fix the compensation of the directors of this corporation. Shareholders of the corporation may also serve as directors and/or officers of the corporation.

#### ARTICLE XVI

##### DIRECTORS QUORUM AND VOTING

The quorum for meeting of the initial Board of Directors shall be constituted by two directors. Thereafter, if the number of directors is increased, two-thirds of the directors shall constitute a quorum for a meeting of directors.

#### ARTICLE XVII

##### MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meeting by the Board of Directors by means of conference telephone as provided by law.

#### ARTICLE XVIII

##### AMENDMENT

This corporation, through its shareholders, reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto. All amendments to be approved by two-thirds vote.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 5th day of October, 1999.

Cathy Garwood  
CATHY GARWOOD

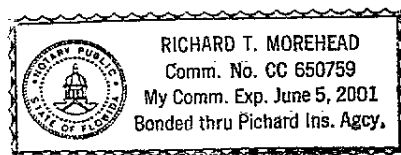
STATE OF FLORIDA

COUNTY OF ST. JOHNS

BEFORE ME, the undersigned authority, personally appeared CATHY GARWOOD, known to me and who presented a Florida State Drivers License for identification and known to me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed same for the purposes therein described.

WITNESS my hand and official seal this 5th day of October, 1999, at Ponte Vedra Beach, St. Johns County, Florida.

Richard T. Morehead  
NOTARY PUBLIC  
STATE OF FLORIDA  
My Commission expires: \_\_\_\_\_



DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

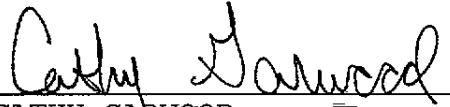
WITNESSETH

DCG of Ponte Vedra, Inc., desiring to organize under the laws of the State of Florida, which will have its principal office in Ponte Vedra Beach, Florida, has named CATHY GARWOOD, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named by the incorporator of DCG of Ponte Vedra, Inc., to accept service of process for the Corporation, at the place designated in this certificate, I hereby agree to serve as the registered agent for the Corporation, and agree to comply with the applicable provisions of the Florida Statutes.

Dated this 5<sup>th</sup> day of October, 1999.

  
CATHY GARWOOD  
Registered Agent

FILED  
99 OCT -8 PM 3.22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA