

P96000089108

W. WADE WALLACE, P.A.
ATTORNEY AND COUNSELOR AT LAW

(904)837-0155
FAX (904)837-6565

10221 WEST EMERALD COAST PARKWAY, SUITE 26
DESTIN, FLORIDA 32541

October 25, 1996

Department of State
State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

200001987672--9
-10/28/96--01071--015
****122.50 ****122.50

RE: EMERALD ASSOCIATES, INC.

To whom it may concern:

Please find enclosed an original and a copy of the Articles of Incorporation and Certificate Designating the Registered Agent for the above referenced corporation. Please file the original and return a certified copy to my attention at the above address. I have enclosed check #1198, in the amount of \$122.50, to cover the cost of said filing.

If there is anything further I need to do, please let me know. Thank you for your attention to this matter.

Sincerely,

W. WADE WALLACE, P.A.

Danice M. Wallace

Danice M. Wallace
Office Manager

/dmw

Enclosures as stated

Dmc
10-29-96

FILED
95 OCT 28 PM 4:11
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
EMERALD ASSOCIATES, INC.**

FILED
95 OCT 28 PM 4:11
TALLAHASSEE, FLORIDA

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

ARTICLE I

Name

The name of this corporation is: **EMERALD ASSOCIATES, INC.**

ARTICLE II

Duration

This corporation shall exist perpetually.

ARTICLE III

Corporate Purpose

This corporation is organized to transact any or all lawful business for which the corporation may be incorporated pursuant to Chapter 607, Florida Statutes, or any other applicable laws of the State of Florida.

ARTICLE IV

Principal Office/Mailing Address

The street and mailing address of the initial principal office is: 50669 King Richards Way, Granger, Indiana 46530.

ARTICLE V

Capital Stock

This corporation is authorized to issue Two Thousand (2000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE VI

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof as nearly as may be done without issuance of fractional shares at the price at which it is offered to others.

ARTICLE VII

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is W. Wade Wallace, P.A., 10221 West Emerald Coast Parkway, Suite 26, Destin, Florida 32541; the name of the initial registered agent of this corporation at that address is: W. Wade Wallace.

ARTICLE VIII

Initial Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-laws.

ARTICLE IX
Initial Officers

The corporation shall have the following officers; President and Secretary, who shall be elected by a majority vote of the directors.

ARTICLE X
Incorporators

The name and address of the incorporator is: W. Wade Wallace, W. Wade Wallace, P.A., 10221 West Emerald Coast Parkway, Suite 26, Destin, Florida 32541.

ARTICLE XI

Action by Directors Without a Meeting

The directors of this corporation may take action by written consent, as provided by law.

ARTICLE XII

Amendment

This corporation reserves the right to amend or repeal any amendment hereto, and any right, conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25th day of October, 1996.

W. Wade Wallace
W. WADE WALLACE

STATE OF FLORIDA
COUNTY OF WALTON

The foregoing instrument was acknowledged before me this 25th day of October, 1996, by W. Wade Wallace, who is personally known to me or who has produced NA as identification.

WITNESS my hand and seal this 25th day of October, 1996.



JODIE L. HAMM
MY COMMISSION NO. 0217441 EXPIRES
10/21/1997
SUNSHINE STATE INSURANCE, INC.

Affix Seal

Jodie L. Hamm
Name: _____
Notary Public
My commission expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OF DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

FILED
OCT 28 PM 4:11

IN THE COUNTY OF DALLAS, FLORIDA

In compliance with Section 607.0505, Florida Statutes, the following is submitted:

FIRST -- That EMERALD ASSOCIATES, INC., with its principal place of business at 50669 King Richards Way, Granger, Indiana 46530, has named W. Wade Wallace, located at W. Wade Wallace, P.A., 10221 West Emerald Coast Parkway, Suite 26, Destin, Florida 32541 as its agent to accept service of process within the State of Florida.

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 provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505 Florida Statutes.

Date: 10/25/94

W. Wade Wallace
W. WADE WALLACE