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CONE, YONG, STEWART & HOUSTON, P.A.

1050 RIVERSIDE AVENUE (32204)
P.O. BOX 4550
JACKSONVILLE, FL 32201

FRED M. CONE, JR.
FRANK J. YONG
CARL M. STEWART
CLARENCE H. HOUSTON, JR.
SEAN A. ESPENSHIP
JOHN W. MOOERS
JAMES S. TAYLOR
OF COUNSEL

TELEPHONE
(904) 355-1235
TELECOPIER
(904) 354-8860

May 11, 2000

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*****78.75 *****78.75

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation - Lucky Magpie Enterprises, Inc.

EFFECTIVE DATE
05-10-00

Dear or Madam:

Enclosed for filing are Articles of Incorporation of Lucky Magpie Enterprises, Inc. Also enclosed is our check in the amount of \$78.75 to cover the filing fee as well as a certified copy of the Articles.

Should you have any questions, please give me a call. Thank you for your assistance in this matter.

Very truly yours,

Carl M. Stewart

Carl M. Stewart

CMS:ld
Enclosures

FILED
00 MAY 15 PM 1:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
LUCKY MAGPIE ENTERPRISES, INC.**

FILED
00 MAY 15 PM 1:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

**Article I
Name**

Section 1.1. Name. The name of this corporation shall be **LUCKY MAGPIE ENTERPRISES, INC.**

**Article II
Principal Office and Mailing Address**

EFFECTIVE DATE
05-10-00

Section 2.1. Principal Office and Mailing Address. The principal place of business and mailing address of this corporation shall be **9 Walkers Ridge Drive, Ponte Vedra Beach, FL 32082.**

**Article III
Capital Stock**

Section 3.1. Capital Stock. The maximum number of shares of common stock which this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$0.10 per share. The corporation is also authorized to issue 100 shares of non-voting common stock having a par value of \$0.10 per share.

Section 3.2. Restriction on Transfer of Stock. The shareholders may, by bylaw provision, by shareholders' agreement recorded in the minute book or by endorsement on each stock certificate, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

Section 3.3. Approval of Shareholders Required for Merger. The approval of the shareholders holding sixty percent (60%) or more of the capital stock of this corporation eligible to vote to any plan of merger or consolidation shall be required in every case, whether or not such approval is required by law.

**Article IV
Initial Registered Agent and Address**

Section 4.1. Name and Address. The name and street address of the initial registered agent of this corporation is:

Margaret R. Douglass, 9 Walkers Ridge Drive, Ponte Vedra Beach, FL 32082

**Article V
Incorporator**

Section 5.1. Name and Address. The name and street address of the incorporator of this corporation is:

Margaret R. Douglass, 9 Walkers Ridge Drive, Ponte Vedra Beach, FL 32082
Paul T. Luckman, 13634 Bromley Point Drive, Jacksonville, FL 32225

**Article VI
Duration**

Section 6.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, May 10, 2000, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed, corporate existence shall commence upon filing by the Department of State.

**Article VII
Purposes**

Section 7.1. Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

**Article VIII
Directors**

Section 8.1. Number. This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time, but shall never be less than one.

Section 8.2. Initial Directors. The names and street addresses of the initial directors of the corporation are:

Margaret R. Douglass, 9 Walkers Ridge Drive, Ponte Vedra Beach, FL 32082
Paul T. Luckman, 13634 Bromley Point Drive, Jacksonville, FL 32225

Section 8.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the

basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 8.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

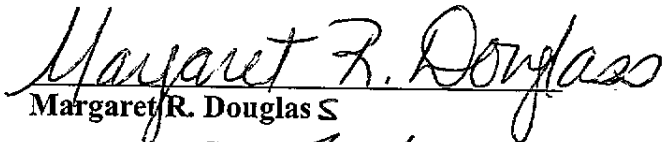
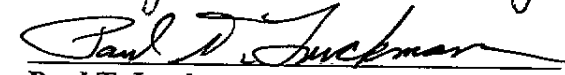
Article IX
Bylaws

Section 9.1. Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article X
Amendment

Section 10.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the 10th day May, 2000.

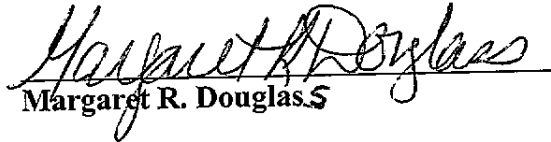

Margaret R. Douglas S

Paul T. Luckman

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the following is submitted:

LUCKY MAGPIE ENTERPRISES, INC., desiring to organize or qualify under the laws of the State of Florida hereby designates **Margaret R. Douglas** as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 9 Walkers Ridge Drive, Ponte Vedra Beach, FL 32082.

DATED this 10th day of May, 2000.


Margaret R. Douglas

Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 10th day of May, 2000.


Margaret R. Douglas

FILED
00 MAY 15 PM 1:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA