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JACOBS & ASSOCIATES, I.A.

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THE HISTORIC POST OFFICE BUILDING

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FERNANDINA BEACH, FLORIDA 32034

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August 24, 2000

ARTHUR I. JACOBS  
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OF COUNSEL  
E. CLINCH KAVANAUGH

MAILING ADDRESS

POST OFFICE BOX 1110

FERNANDINA BEACH, FL 32035-1110

Secretary of State  
Corporate Division  
Post Office Box 6327  
Tallahassee, Florida 32314

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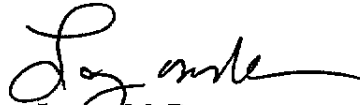
Re: OIS CLASSIC HOTEL WOODWORKINGS, INC.

Dear Sir:

I am enclosing an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$70.00 is enclosed for the filing of same.

Please file the original of the enclosed Articles of Incorporation and return a stamped copy in the self-addressed stamped envelope enclosed.

Sincerely yours,

  
Lanny M. Rauer

AJJ/mfa

Enclosures

FILED  
00 SEP -8 AM 10:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Burch SEP 12 2000

FILED

00 SEP -8 AM 10: 53

SECRETARY OF STATE,  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF**

**OIS CLASSIC HOTEL WOODWORKS, INC.**

The undersigned, acting as incorporator under the provisions of Florida Statutes, Chapter 607, adopts the following Articles of Incorporation.

**ARTICLE I**

Name & Address

The name of this Corporation shall be:

**OIS CLASSIC HOTEL WOODWORKS, INC.**

The place of business shall be located at:

1913 Windswept Oak Lane  
Fernandina Beach, Florida 32034

**ARTICLE II**

Term of Existence

The duration of this Corporation is to be perpetual.

**ARTICLE III**

Purpose

The Corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

**ARTICLE IV**

Stock Clause

The aggregate number of shares of stock which this Corporation shall have authority to issue shall be 500 shares of common stock, each with a par value of \$1.00.

ARTICLE V

Owners

This corporation shall initially have two directors. The number of directors may be increased by an appropriate amendment to the Bylaws of the Corporation, but shall never be less than one. The Directors shall serve until their successors shall be elected/appointed at the first meeting of the stockholders. The names and mailing addresses of the initial board of directors are as follows:

Rudolph Gonnella  
Post Office Box 15401  
Fernandina Beach, FL 32035

Joseph Aldred, III  
22 Longfellow Avenue  
Brunswick, MA 04011

ARTICLE VI

Incorporator

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

Rudolph Gonnella  
Post Office Box 15401  
Fernandina Beach, FL 32035

ARTICLE VII

Pre-Emptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation 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 VIII

Indemnification

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No officer or director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding the corporate management or policy, unless that officer or director breached or failed to perform his duties as an officer or director as provided by §607.0831, Florida Statutes (1990).

ARTICLE IX

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned, being the Incorporator of this Corporation, executes these Articles of Incorporation and certifies to the truth of the facts herein stated, this August 4, 2000.


  
\_\_\_\_\_  
Rudolph Gonnella

8/14/00

STATE OF FLORIDA : COUNTY OF NASSAU

BEFORE ME, the undersigned authority, personally appeared **Rudolph Gonnella** who being personally known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledge to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 4<sup>th</sup> day of August, 2000.

  
\_\_\_\_\_  
Notary Public

My commission Expires:

2/02/2002

Jacobs & Associates, P. A.  
P. O. Box 1110  
Fernandina Beach, Florida 32035-1110  
Florida Bar No. 108249

CERTIFICATE DESIGNATING AGENT  
UPON WHOM PROCESS MAY BE SERVED

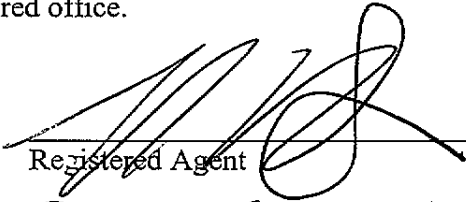
In pursuance of Section 48.091 and Section 607.034(3), Florida Statutes, the following is submitted in compliance with said sections:

OIS CLASSIC HOTEL WOODWORKS, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, at **1913 Windswept Oak Lane, Fernandina Beach, Florida, 32034**, has named **Rudolph Gonnella** as its registered agent to accept service of process within this state, who is located at the following registered office:

Rudolph Gonnella  
1913 Windswept Oak Lane  
Fernandina Beach, Florida 32034

ACKNOWLEDGMENT AND ACCEPTANCE

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and agree to act in such capacity. I agree to comply with the provisions of said section relative to keeping open the registered office.

  
\_\_\_\_\_  
Registered Agent  
*Rudy J Gonnella*

00 SEP -8 AM 10: 53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

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Florida Bar No. 108249