

TRANSMITTAL LETTER
P95000015722

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

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SUBJECT: FLORIDA HERITAGE INVESTMENTS, INC.
(Proposed corporate name - must include suffix)

FILED
95 FEB 24 PM 7:31
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate
- \$122.50 Filing Fee & Certified Copy
- \$131.25 Filing Fee, Certified Copy & Certificate

FROM: MR. JOHN J. MONAHAN JR
Name (printed or typed)

617 ATLANTIC BLVD
Address

ATLANTIC BEACH FL 32233
City, State & Zip

904-246-1933/1003
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

FLORIDA HERITAGE INVESTMENTS, INC.

The undersigned, acting as Incorporator of a Corporation under Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the Corporation is: FLORIDA HERITAGE INVESTMENTS, INC.

ARTICLE II

The initial street address in Florida of the initial principal office of the Corporation is:
619 Atlantic Boulevard, Atlantic Beach, Florida 32233.

ARTICLE III

The aggregate number of shares that the Corporation shall have the authority to issue is 5,000 shares of Capital Stock with a par value of \$1.00 per share.

Initial Issue: Five hundred (500) shares of Capital Stock of the Corporation shall be issued for cash, inventory, goods, or merchandise.

Stated Capital: The sum of the par value of all shares of Capital Stock of the Corporation that have been issued shall be the stated capital of the Corporation at any particular time.

Dividends: The holders of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, property, or in shares of the Capital Stock of the Corporation.

ARTICLE IV

The street address of the Corporation's initial registered office is 617 Atlantic Boulevard, Atlantic Beach, Florida 32233. The name of the initial Registered Agent is JOHN J. MONAHAN, JR. whose address is 617 ATLANTIC BLVD., ATLANTIC BEACH, FLORIDA 32233

ARTICLE V

The name and address of the Incorporator is John J. Monahan, Jr., 617 Atlantic Boulevard, Atlantic Beach, Florida 32233.

ARTICLE VI

The purpose or purposes for which the Corporation is organized are to engage in any activity of business permitted under the Laws of the United States of America and of the State of Florida.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII

The period of duration of the Corporation is perpetual.

ARTICLE VIII

The initial Board of Directors shall consist of three members who need not be residents of the State of Florida nor Shareholders of the Corporation.

ARTICLE IX

The name and address of the persons who shall serve as Directors until the first annual meeting of Shareholders, or until their successors shall have been elected and qualified, are:

John J. Monahan, Jr., 617 Atlantic Boulevard, Atlantic Beach, Florida 32233,

Frances A. Harris, 2317 Seminole Road, Atlantic Beach, Florida 32233, and

Robert C. Sanford, CPA, 2104 Park Street, Jacksonville, Florida 32204.

ARTICLE X

The name and address of the persons who shall serve as Officers until the first annual meeting of Shareholders, or until their successors shall have been elected and qualified are as follows:

John J. Monahan, Jr., President, 617 Atlantic Boulevard, Atlantic Beach, Florida 32233

Frances A. Harris, Secretary, 2317 Seminole Road, Atlantic Beach, Florida 32233, and

Robert C. Sanford, CPA, Treasurer, 2104 Park Street, Jacksonville, Florida 32204.

ARTICLE XI

Two-thirds consent of the Stockholders of the Corporation shall be required for any Shareholder action.

ARTICLE XII

The Shareholders shall have the power to adopt, amend, alter, change, or repeal the Articles of Incorporation when proposed and approved at a Stockholder's meeting with not less than a two-thirds vote of the common stock.

ARTICLE XIII

The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors such as the shares of stock of this Corporation as may be issued for money or any property or services from time-to-time, in addition to that stock authorized and issued by the Corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of stock held by the holder of all shares of common stock currently authorized and issued.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Atlantic Beach, Duval County, this 21st day of February, 1995.



Debra A Tomlin

Notary Public

My commission expires:

The undersigned incorporator has executed these Articles of Incorporation this

21st day of February 1995.

John M. Mandel
Signature

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. Name of the corporation is: FLORIDA HERITAGE INVESTMENTS, INC.
2. The name and address of the registered agent and office is:
JOHN J. MONAHAN JR
617 ATLANTIC BLVD.
ATLANTIC BEACH, FLORIDA
32033

Having been named as registered agent and 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.

John J. Monahan Jr.
(Signature)

2-20-95
(Date)