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ACCOUNT NO. : 072100000032

REFERENCE : 639088 137275A

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 70

ORDER DATE : March 27, 2000

ORDER TIME : 12:55 PM

4000003198994--6

ORDER NO. : 639088-005

CUSTOMER NO: 137275A

CUSTOMER: Mr. Douglas A. Willis, Pa
DOUGLAS A. WILLIS, PA
DOUGLAS A. WILLIS, PA
2624 Pga Blvd.

West Palm Beach, FL 33410

DOMESTIC FILING

NAME: FOX LAIR HOLDINGS, 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: Christine Lillich

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 APR -6 PM 4:36

RECEIVED
00 APR -6 PM 3:13
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32301
4/6/00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 APR -6 PM 4:36

ARTICLES OF INCORPORATION
OF

FOX LAIR HOLDINGS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

FOX LAIR HOLDINGS, INC.

The address of the principal office of this corporation shall be 450 Royal Palm Way, Suite 501, Palm Beach, Florida 33480, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 4400 P.G.A. Boulevard, Suite 302, Palm Beach Gardens, Florida 33410, and the name of the initial registered agent of the corporation at that address is Douglas A. Willis, Esquire.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Lawrence Zimmerman	450 Royal Palm Way, Suite 501
Dir.	Palm Beach, Florida 33480

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

The Company Corporation
1013 Centre Road
Wilmington, Delaware 19805

The undersigned incorporator has executed these Articles of Incorporation on April 6, 2000.

Laura R. Dunlap
Its Agent, Laura R. Dunlap

CRL

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DIVISION OF CORPORATIONS

00 APR -6 PM 4: 36

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

Douglas A. Willis, Esquire, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of: -

FOX LAIR HOLDINGS, INC.

Douglas A. Willis, Esquire is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: _____



Typed Name: Douglas A. Willis,

CRL