UPCHURCH, BAILEY AND UPCHURCH, P. A.

ATTORNEYS AT LAW
ESTABLISHED 1925

780 NORTH PONCE DE LEON BOULEVARD SAINT AUGUSTINE

PLEASE REPLY TO
POST OFFICE DRAWER 3007
SAINT AUGUSTINE, FLORIDA 32085-3007

TELEPHONE (904) 829-9066 FAX (904) 825-4862

April 3, 2000

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

Re: Sam-Mari, Inc.

Our File No. 6-00-165

Dear Sir or Madam:

JOHN D. BAILEY, JR. FRANK D. UPCHURCH, III

TRACY WILSON UPCHURCH

KATHERINE GAERTNER JONES

SIDNEY F. ANSBACHER

MICHAEL A. SIRAGUSA

STEPHEN A. FAUSTINI

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HAMILTON D. UPCHURCH

FRANK D. UPCHURCH, JR.

OF COUNSEL

FRANK D. UPCHURCH

(1894-1986)

*****78.75 *****78.7

I enclose herewith an original and one copy of the Articles of Incorporation of the above-named corporation. Would you please file and furnish me with a certified copy.

You will note that Article IX of the Articles of Incorporation sets out the name and address of the Registered Agent of the Corporation.

Likewise, enclosed is my check payable to the Secretary of State in the amount of \$78.75 which I estimate to be sufficient to cover the charges for your filing fee, corporate charter, including a certified copy of the charter document, and registration of registered agent.

Sincerely yours,

John D. Bailey, Jr.

JDB,Jr/jgs Enclosures

ARTICLES OF INCORPORATION

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OF

SAM-MARI, INC.

The undersigned natural person, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I

<u>Name</u>

The name of the corporation is Sam-Mari, Inc.

<u>ARTICLE II</u>

Nature of Business

The general nature of the business to be transacted by this corporation is to engage in any activity or business permitted under the laws of the United States or this State.

ARTICLE III

Shares of Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock at par value of \$5.00 per share.

ARTICLE IV

Initial Capital

The amount of capital with which this corporation will begin business is not less than

\$500.00

are:

ARTICLE V

Term of Existence

This corporation is to exist perpetually.

ARTICLE VI

Directors

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by bylaws adopted by the stockholders, but shall never be less than one (1) nor more than five (5).

ARTICLE VII

Initial Directors and Officers

The name and address of each member of the first Board of Directors and the officers

Marilyn Yanni Nofal

St. Augustine, Florida 32084

St. Augustine, Florida 32084

St. Augustine, Florida 32084

Vice President/
Treasurer/Director

ARTICLE VIII

Subscribers

The name and address of the subscriber to these Articles of Incorporation is:

NAME

ADDRESS

ARTICLE IX

224 Joey Drive

St. Augustine, Florida 32084

Marilyn Yanni Nofal

Principal Office, Initial Registered Office and Registered Agent

The street address and mailing address of the principal office and initial registered office of the corporation is 2800 North Ponce de Leon Boulevard, St. Augustine, Florida 32084 and the name of the registered agent for the service of process at that address is Marilyn Yanni Nofal

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Amendment

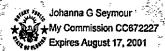
These Articles of Incorporation may be amended in the manner provided by law.

Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

Marilyn Yanni Nofal

STATE OF FLORIDA COUNTY OF ST. JOHNS

THE FOREGOING instrument was acknowledged before me this 4 day of April, 2000, by Marilyn Yanni Nofal, who () is personally known to me or () has produced Florida driver's license no. _______ as identification.



Notary Public

(Name of notary, typed/printed/stamped)

My commission number:

My commission expires:



I am familiar with and accept the duties and responsibilities as Registered Agent for the foregoing corporation.

Marilyn Yanni Nofal