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Wollinka & Wollinka

Attorneys-at-Law

Est. 1971

David J. Wollinka, Esq.

Pasco County Office:

2312 U. S. Highway 19
Holiday, FL 34691

Phone: (727) 937-4177

Fax: (727) 934-3689

PLEASE REPLY TO ADDRESS BELOW:

P. O. Box 3649
Holiday, FL 34690-0649

E-mail: wwlaw@wollinka.com

Website: www.wollinka.com

May 17, 2000

Jerome E. Wollinka, Esq.

(1936 - 1992)

Pinellas County Office:

180 Alternate 19 N.
Palm Harbor, FL 34683

Phone: (727) 781-5444

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

100003268001--8
-05/26/00--01044--008
*****78.75 *****78.75

Re: OSPREY POINTE, INC.

Gentlemen:

Enclosed please find duplicate Articles of Incorporation for the corporation as referenced. Please file said Articles and return a certified copy to this office. Enclosed is a check payable to the Secretary of State for the following:

Filing Fee	\$ 35.00
Certified Copy	\$ 8.75
Resident Agent's Fee	<u>\$ 35.00</u>
Total Check:	\$ 78.75

If you have any questions or additional requirements, please contact the undersigned. Thank you for your cooperation in this matter.

Very truly yours,

David J. Wollinka

David J. Wollinka
bc

DJW:bc

Enclosures

FILED
JUN 26 AM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K. CHENIER

JUN 6 2000

ARTICLES OF INCORPORATION
OF
OSPREY POINTE, INC.

FILED
00 MAY 26 AM 8:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is **OSPREY POINTE, INC.**

ARTICLE II - PURPOSE

The purpose of this corporation shall be to engage in any lawful business or purpose whatever for which corporations may be organized under the Florida Corporation Law of the Florida Statutes as made and amended.

ARTICLE III - CAPITAL 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, having a par value of Ten Dollars (\$10.00) per share.

ARTICLE IV - INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is not to be less than One Thousand and No/100ths Dollars (\$1,000.00).

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - ADDRESS

The initial principal place of business of this corporation in the State of Florida is 622 E. Tarpon Avenue, Tarpon Springs, FL 34689, having a post office address of the same.

ARTICLE VII - DIRECTORS

The corporation shall have not less than two (2) Directors initially. The number of Directors may be increased or diminished from time to time by the By-Laws adopted by the Stockholders, but shall never be less than one (1). Vacancies in the Board of Directors may be filled by a majority vote of the remaining Directors at a meeting so called for that purpose, which newly elected Directors shall serve the remaining unexpired term. A majority of Directors, present at any Directors' meeting, shall constitute a quorum.

ARTICLE VIII - INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
DONALD H. MERSKIN	622 E. Tarpon Avenue Tarpon Springs, FL 34689
DAVID M. SMART	622 E. Tarpon Avenue Tarpon Springs, FL 34689

ARTICLE IX - SUBSCRIBERS

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATIONS</u>
DONALD H. MERSKIN	622 E. Tarpon Avenue Tarpon Springs, FL 34689	50	\$500.00
DAVID M. SMART	622 E. Tarpon Avenue Tarpon Springs, FL 34689	50	\$500.00

ARTICLE X - SECTION 1244 STOCK

The capital stock issued by the corporation shall be subject to the provisions of §1244 of the Internal Revenue Code and shall provide shareholders ordinary loss treatment on such stock as authorized by the code and associated regulations.


ARTICLE XI - 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 Stockholders entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

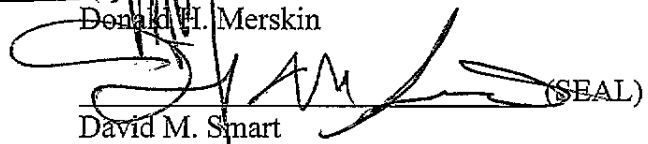
ARTICLE XII - RESIDENT AGENT

The Resident Agent for service of process shall be DONALD H. MERSKIN, whose address is 622 E. Tarpon Avenue, Tarpon Springs, FL 34689.

IN WITNESS WHEREOF we have hereunto set our hands and seals and filed the foregoing Articles of Incorporation under the Laws of the State of Florida, this 16th day of May, 2000.

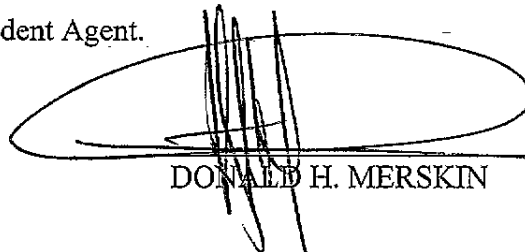


Donald H. Merskin (SEAL)



David M. Smart (SEAL)

I hereby accept the designation of Resident Agent.



DONALD H. MERSKIN

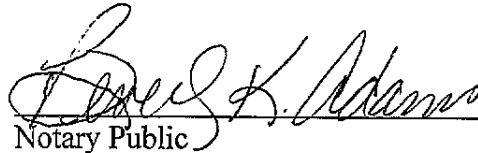
STATE OF FLORIDA)

: ss.

COUNTY OF PINELLAS)

I hereby certify that on this day before me, a notary public duly authorized in the State and County above named to take acknowledgments, personally appeared DONALD H. MERSKIN, who is personally known to me, or who has produced _____ as identification, to me known to be the person described as registered agent in and who executed the foregoing acceptance of designation as registered agent and acknowledged before me that he subscribed to these Articles of Incorporation.

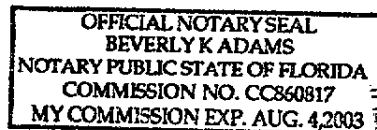
WITNESS my hand and official seal in the County and State named above this 15th day of May, 2000.


Notary Public

Name:

Commission No.:

My Commission Expires:



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAY 26 AM 8:41

FILED