

Attorneys and Counselors At Law

Reply To: Cocoa P.O. Box

Mariner Square
96 Willard Street, Suite 302
P.O. Box 1807
Cocoa, Florida 32923-1807
Telephone (407) 639-1320
Fax (407) 639-6690

Imperial Plaza Suite B104 6769 N. Wickham Road Melbourne, Florida 32940 Telephone (407) 259-6611 Fax (407) 259-6624

Richard S. Amari
Nicholas B. Bangos*
Kohn Bennett
Bradly Roger Bettin, Sr.
Anthony A. Garganese +
Mitchell S. Goldman
J. Wesley Howze
Matthew J. Monaghan
Mark S. Peters
David M. Presnick
Charles R. Steinberg
James S. Theriac, III

*Admitted AL, FL +Board Certified City, County, & Local Government Law

June 19, 2001

Corporate Records Bureau Division of Corporations Department of State 409 E. Gaines Street Tallahassee, FL 32399

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RE: POLLY'S BLUE HERRON, INC.

Ladies and Gentlemen:

Enclosed is the original and one copy of the proposed Articles of Incorporation for the above-named corporation, a Registered Agent Designation, and a check to your order in payment of the following items:

1.	Filing	\$ 35.00
2.	Certified copy of the Articles of Incorporation	\$ 8.75
3.	Registered Agent Designation	\$ 35.00
TOTAL		\$ 78.75

Please send the certified copy of the Articles of Incorporation to the undersigned.

Thank you for your assistance.

Sincerely,

Kohn Bennett, Esquire

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KB/tjj

C. BLALOCK JUL 2 - 2001

ARTICLES OF INCORPORATION

FILED

01 JUN 28 PM 12: 59

SECKETAN OUT STATE TALLAHASSEE, FLORIDA

OF

POLLY'S BLUE HERRON, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is POLLY'S BLUE HERRON, INC.

ARTICLE II Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III Purposes

This corporation is organized for the purpose of transacting any or all lawful business permitted under the Laws of the United States and of the State of Florida.

ARTICLE IV Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V Initial Registered Office and Agent

The street address of the corporation's initial registered office, and the name of its initial registered agent at that office is as follows: **PAULINE M. MCLAUD**, 117 Bimini Road, Cocoa Beach, Florida 32931.

The principal office of the corporation is as follows: 117 Bimini Road, Cocoa Beach, Florida 32931.

ARTICLE VI Directors

Section 6.1 Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 <u>Initial Director</u>. The names and street addresses of the initial director of the corporation are:

NAME

STREET ADDRESS

PAULINE M. MCLAUD

117 Bimini Road Cocoa Beach, Florida 32931

ARTICLE VII Incorporator

The name and street address of the incorporator of this corporation are:

NAME

STREET ADDRESS

PAULINE M. MCLAUD

117 Bimini Road Cocoa Beach, Florida 32931

ARTICLE VIII Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this 215th day of June, 2001.

PAULINE M. MCLAUD

STATE OF FLORIDA COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 21st day of June, 2001 by **PAULINE M. MCLAUD** who is personally known to me, who is not personally known to me, but has produced her driver's license as identification.

My Cemmissien CC679246

Expires September 10, 2001

CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA

In compliance with FLA. STAT. Section 607.0505, the following is submitted:

POLLY'S BLUE HERRON, INC. desiring to organize or qualify under the laws of the State of Florida hereby designates PAULINE M. MCLAUD as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 117 Bimini Road, Cocoa Beach, Florida 32931.

POLLY'S BLUE HERRON, INC.

DATED: June 11, 2001

Having been named to accept services of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

AULINE M. MCLAUD

DATED: June 21, 2001

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