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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- 1 VFA - Mayfair Inc. (Corporation Name) _____ (Document #) _____
- 2 _____ (Corporation Name) _____ (Document #) _____
- 3 _____ (Corporation Name) _____ (Document #) _____
- 4 _____ (Corporation Name) _____ (Document #) _____

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<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R A, Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
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<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
VFA-MAYFAIR, INC.

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TALLAHASSEE, FLORIDA

These Amended and Restated Articles of Incorporation are filed pursuant to Florida Statutes, Section 607.1007, to reflect amendments to the Articles of Incorporation of VFA-Mayfair, Inc., and in connection therewith, the undersigned officers acting upon authority of the Board of Directors of VFA-Mayfair, Inc. and upon authority of all of the shareholders of this Corporation hereby set forth as follows:

Article I
Name

Section 1.1 Name. The name of this Corporation is VFA-Mayfair, Inc.

Article II
Duration

Section 2.1 Duration. This Corporation shall exist perpetually.

Article III
Nature of Business

Section 3.1 Nature of Business. The purpose for which the Corporation is organized, subject to the provisions of Section 607.1001, Florida Statutes, is solely to acquire, manage, own and hold the general partnership interest in Mayfair Associates, Ltd. ("Partnership") and to act as the general partner in such Partnership with all of the rights, powers, obligations and liabilities of general partner under the Limited Partnership Agreement, as amended ("Limited Partnership Agreement") of such Partnership and to take any and all actions and do any and all things necessary or appropriate to the accomplishment of same.

Article IV
Principal Office

Section 4.1 Principal Office. The street address of the principal office and the mailing address of this Corporation is 3030 Hartley Road, Suite 100, Jacksonville, Florida 32257. The Board of Directors may from time to time move the principal office to any other address in Florida.

Article V
Capital Stock

Section 5.1 Capital Stock. The maximum number of shares of stock which this Corporation is authorized to have outstanding at any one time is ten thousand (10,000) shares of common stock having a par value of One and no/100 Dollars (\$1.00) per share.

Section 5.2 Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this Corporation as they may see fit.

Article VI
Registered Office and Agent

Section 6.1 Name and Address. The street address of the registered office of this Corporation is 3030 Hartley Road, Suite 100, Jacksonville, Florida 32257 and the name of the registered agent of this Corporation at that address is Mark T. Farrell.

Article VII
Directors

Section 7.1 Number. This Corporation shall have two (2) directors. The number of directors may be increased or diminished from time to time by the Bylaws, but shall never be less than one (1).

Section 7.2 Directors. The names and street addresses of the members of the Board of Directors of the Corporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>
John D. Rood	3030 Hartley Road, Suite 100 Jacksonville, Florida 32257
Mark T. Farrell	3030 Hartley Road, Suite 100 Jacksonville, Florida 32257

Section 7.3 Compensation. The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors and to fix the basis and conditions upon which such compensation shall be paid. Any director of the Corporation may also serve the Corporation in any other capacity and receive compensation therefor in any form.

Section 7.4 Indemnification. The Board of Directors is hereby specifically authorized to make provision for

indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article VIII
Bylaws

Section 8.1 Bylaws. The Bylaws of this Corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any Bylaw adopted by the shareholders if the shareholders specifically provide that such Bylaw is not subject to amendment or repeal by the directors.

Article IX
Incorporator

Section 9.1 Name and Address. The name and address of the incorporator of this Corporation is:

John D. Rood
3030 Hartley Road, Suite 100
Jacksonville, Florida 32257

Article X
Amendment

Section 10.1 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.

Notwithstanding anything to the contrary, the Corporation may not amend Articles III, XI, XII or XIII hereof, so long as any indebtedness remains outstanding to the Bank (as hereinafter defined) by the Corporation or the Partnership, unless the Bank consents to such amendment in writing. Such consent of the Bank is a prerequisite for such amendment becoming effective.

Article XI
Corporate Separateness

Section 11.1 The Corporation shall at all times observe the applicable legal requirements for the recognition of the Corporation as a legal entity separate from any Partners and Affiliate (as defined below) including, without limitation, as follows:

(a) The Corporation shall maintain its principal executive office and telephone and facsimile numbers separate from that of any Affiliate and shall conspicuously identify such office and numbers as its own. Additionally, the Corporation shall use its

own separate stationary, invoices and checks which reflects its separate address, telephone number and facsimile number as appropriate.

(b) The Corporation shall maintain its corporate records and books and accounts separate from those of any Affiliate or any other entity. The Corporation shall prepare unaudited quarterly and annual financial statements and the Corporation's financial statements shall substantially comply with generally accepted accounting principles.

(c) The Corporation shall maintain its own separate bank accounts, payroll and correct, complete and separate books of account.

(d) The Corporation shall hold itself out to the public (including any Affiliate's creditors) under the Corporation's own name and as a separate and distinct corporate entity and not as a department, division or otherwise of any Affiliate.

(e) All customary formalities regarding the corporate existence of the Corporation, including holding meetings of or obtaining the consent of its Board of Directors, as appropriate, and its stockholders and maintaining current and accurate minute books separate from those of any Affiliate shall be observed.

(f) The Corporation shall act solely in its own corporate name and through its own duly authorized officers and agents. No Affiliate shall be appointed or act as agent of the Corporation.

(g) Investments shall be made in the name of the Corporation directly by the Corporation or on its behalf by brokers engaged and paid by the Corporation or its agents.

(h) Except as required by First Union National Bank of North Carolina or its successors or assigns (collectively, the "Bank") the Corporation shall not guarantee or assume or hold itself out or permit itself to be held out as having guaranteed or assumed any liabilities or obligations of any Partner or any Affiliate, nor shall it make any loan, except as permitted in the Limited Partnership Agreement.

(i) The Corporation is and will be solvent and shall pay its own liabilities, indebtedness and obligations of any kind, including all administrative expenses, from its own separate assets.

(j) Assets of the Corporation shall be separately identified, maintained and segregated. The Corporation's assets shall at all times be held by or on behalf of the Corporation and if held on behalf of the Corporation by another entity, shall at

all times be kept identifiable (in accordance with customary usages) as assets owned by the Corporation. This restriction requires, among other things, that corporate funds shall not be commingled with those of any Affiliate and it shall maintain all accounts in its own name and with its own tax identification number, separate from those of any Affiliate.

(k) The Corporation shall not take any action if, as a result of such action, the Corporation would be required to register as an investment company under the Investment Company Act of 1940, as amended.

(l) The Corporation shall at all times be adequately capitalized to engage in the transactions contemplated at its formation.

(m) All data and records (including computer records) used by the Corporation or any Affiliate in the collection and administration of any loan shall reflect the Corporation's ownership interest therein.

(n) None of the Corporation's funds shall be invested in securities issued by any Affiliate.

"Affiliate" means any person or entity other than the Corporation (i) which owns beneficially, directly or indirectly, more than fifty percent (50%) of the outstanding shares of the common stock or which is otherwise in control of the Corporation, (ii) of which more than fifty percent (50%) of the outstanding voting securities are owned beneficially, directly or indirectly, by any entity described in clause (i) above, or (iii) which is controlled by any entity described in clause (i) above provided that for the purposes of this definition the term "control" and "controlled by" shall have the meanings assigned to them on Rule 405 under the Securities Act of 1933, as amended.

Article XII **Bankruptcy, etc.**

Section 12.1 The Corporation shall not, without the affirmative vote of one hundred percent (100%) of the Board of Directors, institute proceedings to be adjudicated bankrupt or insolvent; or consent to the institution of bankruptcy or insolvency proceedings against it; or file a petition seeking, or consent to, reorganization or relief under any applicable federal or state law relating to bankruptcy; or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the Corporation or a substantial part of its property; or make any assignment for the benefit of creditors; or admit in writing its inability to pay its debts generally as they become due; or take any corporate action in furtherance of any such action.

Article XIII
Corporate Authority

Section 13.1 Additionally, the Corporation shall not, without the affirmative vote of one hundred percent (100%) of the Board of Directors, (a) liquidate or dissolve the Corporation in whole or in part, (b) consolidate, merge or enter into any form of consolidation with or into any other entity, nor convey, transfer or lease its assets substantially as an entirety to any person or entity nor permit any entity to consolidate, merge or enter into any form of consolidation with or into the Corporation, nor convey, transfer or lease its assets substantially as an entirety to any person or entity, and (c) amend or modify these Articles of Incorporation.

In accordance with Florida Statutes, Sections 607.0704 and 607.0821, the foregoing Amended and Restated Articles of Incorporation were adopted by written consent of the Board of Directors and all of the Corporation's shareholders on December 4, 1996.

Upon the filing of these Amended and Restated Articles of Incorporation by the Department of State, the Amended and Restated Articles of Incorporation of VFA-Mayfair, Inc. shall be deemed to be amended and restated accordingly.

Dated this 4th day of December, 1996.



Mark T. Farrell
Vice-President

STATE OF FLORIDA)
)SS
COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this 4th day of December, 1996, by Mark T. Farrell, Vice-President of VFA-Mayfair, Inc., a Florida corporation, on behalf of the corporation.



Linda R Daley
My Commission CC575418
Expires Aug. 08, 2000

Linda R Daley
(Print Name Linda R Daley)
NOTARY PUBLIC
State of Florida at Large
Commission # _____
My Commission Expires: _____

Personally Known X
or Produced I.D. _____
[check one of the above]

Type of Identification Produced

REGISTERED AGENT'S ACCEPTANCE

The undersigned officer of the above designated Registered Agent, by execution hereof, hereby accepts all of the duties and responsibilities of a Registered Agent for VFA-Mayfair, Inc., a Florida corporation, in accordance with Florida Statutes, Section 607.0501.

Mark T Farrell
Mark T. Farrell
Registered Agent