

P95000001778

PEEK & COBB

PROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELORS AT LAW
HIGH GOLF LIFE TOWER
JACKSONVILLE, FLORIDA 32207
TELECOPY 904 / 399-1815

FRANK A. ASHTON
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JAMES E. COBB
THOMAS B. EDWARDS, JR.
JOHN E. KNIGHT III
DAVID H. PEEK
EUGENE G. PEEK III
WILLIAM J. SCOTT
BARAH HELENE SHARP

JACKSONVILLE 904 / 399-1800
OCALA 904 / 867-1800

December 19, 1994

Department of State
Division of Corporations
P.O. Box 8327
Tallahassee, Florida 32314

EFFECTIVE DATE
1-04-95

RECEIVED
JAN 19 1995
TALLAHASSEE, FLORIDA

Re: Incorporation of Laurisa, Inc.
A Florida Corporation

Dear Madam/Sir:

Enclosed for filing are an original and one copy of Articles of Incorporation of Laurisa, Inc., a Florida corporation. Also enclosed is our firm's check for \$122.50 to cover the following fees:

Filing Fees	35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>
Total Fees	\$ <u>122.50</u>

FILED
JAN 19 1995
TALLAHASSEE, FLORIDA

Please file the original Articles of Incorporation and forward a certified copy to our offices.

Very truly yours,

David H. Peek
David H. Peek

DHP/bkb
Enclosures
653704/44684

cc: David E. Shein, CPA

90B
2094-27250
502, 524
incorporated and send
as sign.
905-1778

1/09/95
Per Mr. Peek's secretary,
Change incorporation's name
and address
730B



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 27, 1994

DAVID H. PEEK, ESQ.
1609 GULF LIFE TOWER
JACKSONVILLE, FL 32207

SUBJECT: LAURISA, INC.
Ref. Number: W94000027250

We have received your document for LAURISA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 487-9000.

The person signing as the incorporator must be the same as the person listed as such.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6929.

Brendolyn Bruton
Corporate Specialist

Letter Number: 394A00054361

PEEK & COBB

PROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELORS AT LAW
1809 GULF LIFE TOWER
JACKSONVILLE, FLORIDA 32207
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DAVID H. PEEK
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WILLIAM J. SCOTT
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JACKSONVILLE 904 / 309-1809
OCALA 904 / 887-1809

January 4, 1995

Division of Corporations
P.O. Box 63333327
Tallahassee, Florida 3. '14

Attn: Brendolyn Bruton
Corporate Specialist

Re: Laurisa Investments, Inc.

Dear Ms. Bruton:

Enclosed are original Articles of Incorporation, together with a copy, for Laurisa Investments, Inc. I have checked and it appears that there is no corporation with a similar name. Consequently, please apply our previous deposit to this corporation.

Very truly yours,


David H. Peek

DHP/jk/45075
653704
Enclosures

ARTICLES OF INCORPORATION
OF
LAURISA INVESTMENTS, INC.

FILED
JAN 17 1995
TALLAHASSEE, FLA.

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

ARTICLE I

NAME AND PLACE OF BUSINESS

Section 1.1 Name and Place of Business. The name of this corporation is LAURISA INVESTMENTS, INC., with its principal place of business at 1015 NE 8th Avenue, Ocala, Florida, 34470.

ARTICLE II

EFFECTIVE DATE

DURATION

1-04-95

Section 2.1 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

Section 3.1 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

Section 4.1 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 100,000 shares of voting common stock having a par value of \$.01 per share.

Section 4.2 Restrictions on Transfer of Stock. The shareholders may, by agreement or bylaw provision, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as is deemed necessary.

Section 4.3 Pre-emptive Rights. Each shareholder shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may, from time to time, be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he or she holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty days of receiving notice in writing from the corporation, stating the prices, terms and conditions of the new issue of shares, and inviting the shareholder to exercise his or her pre-emptive rights. This right may also be waived by written waiver submitted by the shareholder to the corporation within thirty days of receiving said notice from the corporation.

Section 4.4 Issuance of Stock. No capital stock of this corporation shall be issued without the unanimous written consent of the directors, with such consent stating the price and terms to be paid for such stock.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

Section 5.1 Name and Address. The street address of the initial registered office of this corporation is 1301 Riverplace Boulevard, Suite 1609, Jacksonville, Florida, 32207, and the name of the initial registered agent of this corporation at that address is DAVID H. PEEK.

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, or more than ten.

Section 6.2 Initial Directors. The name and street address of the members of the first board of directors of the corporation are:

<u>Name</u>	<u>Address</u>
Trusten P. Drake, III	1015 NE 8th Avenue Ocala, Florida 34470

Section 6.3 Indemnification. The corporation shall indemnify directors and officers to the full extent permitted by law.

BYLAWS

ARTICLE VIII

Name

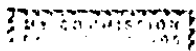
Address

David H. Peek

(SEAL)


Darlene M. Flynn
Print: Darlene M. Flynn
Notary Public, State and County
Aforesaid.
Commission No. CC 215927

653704/44677



ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, 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.



David H. Peek

Dated: January 4, 1995

FILED
JAN 5 1995
U.S. DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK