

995000002386

DE RENZO AND KARRAKER, P. A.

251 Maitland Avenue, Suite 116
Altamonte Springs, Florida 32701-5577
(407) 834-6035 FAX (407) 831-0431

Wednesday, January 4, 1995

State of Florida
Department of State
Division of Corporations
409 E. Gaines Street
Firestone Building
P. O. Box 6327
Tallahassee, Florida 32314

600001874126
-01/09/95 -011076 -021
***+122.50 ***+122.50

Re: Articles of Incorporation
EILEEN'S EMU RANCH, INC.

Dear Sir/Madam:

Enclosed please find the following:

- 1 Original and one copy of the Articles of Incorporation
- 2 Original and one copy of the Certificate Designating Place of Business or Domicile for the Service of Process within this State, Naming Agent upon Whom Process May be Served for the above named company.
- 3 This firm's check number 5937 in the amount of \$122.50 to cover the cost of filing fees for the above named corporation.

Please file the original in your offices and certify and return to us one certified copy.

Thank you for your assistance.

Very truly yours,

Donald E. Karraker
Donald E. Karraker GAK

DEK/cak

Encls:

DB/10/95

FILED
1995 JAN -9 PM 2:03
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
EILEEN'S EMU RANCH, INC.**

FILED

1955 JAN -9 PM 2:00

TALLAHASSEE, FLORIDA

The undersigned incorporator, being competent to contract, subscribes to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida

ARTICLE I - NAME

The name of this corporation shall be

EILEEN'S EMU RANCH, INC.

ARTICLE II - BUSINESS AND ACTIVITIES

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida

ARTICLE III - CAPITAL STOCK

The authorized capital stock of this corporation and the maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share

ARTICLE IV - TERM OF EXISTENCE

The effective date upon which this corporation shall come into existence shall be the date these Articles are filed with the office of the Secretary of State, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 9216 Allwood Place, Orlando, Florida 32825 and the name of the initial registered agent of this corporation is Eileen M. Sharp, 9216 Allwood Place, Orlando, Florida 32825.

ARTICLE VI - DIRECTORS

- A. The initial number of directors of this corporation shall be one (1).
- B. The number of directors may be either increased or diminished from time to time by the board of directors or the shareholders in accordance with the bylaws of this corporation
- C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the board of directors at any annual or special meeting thereof The board of

directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the board of directors

D. Nothing in this article shall be construed to preclude the directors from serving the corporation in any other capacity and receiving compensation therefor

E. The name and street addresses of the initial members of the board of directors, each to hold office until the first annual meeting of the shareholders of this corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Street Address</u>
Eileen M. Sharp	9216 Allwood Place Orlando, Florida 32825

F. Any director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders of this corporation, for any cause deemed sufficient by such shareholders.

G. In case one or more vacancies shall occur in the board of directors by reason of death, resignation or otherwise, the vacancies shall be filled by the shareholders of this corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining directors until the shareholders have acted to fill the vacancy.

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator signing these articles are:

<u>Name</u>	<u>Street Address</u>
Eileen M. Sharp	9216 Allwood Place Orlando, Florida 32825

ARTICLE VIII - LOST OR DESTROYED CERTIFICATES

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the bylaws of this corporation.

ARTICLE IX - AMENDMENT TO ARTICLES

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 shareholders, and approved at a shareholders' meeting by the holders of a majority of the stock issued and

entitled to be voted, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment to these articles of incorporation be made

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal by laws of this corporation shall be vested in the shareholders or the board of directors of this corporation, provided however, that any bylaws adopted by the directors which are inconsistent with any bylaws adopted by the shareholders shall be void, and the directors may not alter, amend or repeal any bylaws adopted by the shareholders

ARTICLE XI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any additional stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XII - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock of the corporation.

ARTICLE XIII - RESTRICTIONS OF TRANSFER OF STOCK

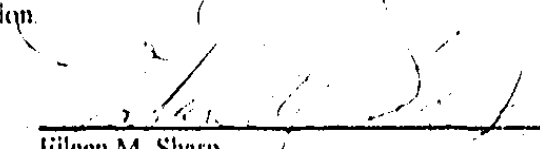
This corporation is authorized to place restrictions upon any stock authorized or issued by this corporation and to enter into agreements with stockholders concerning any stock authorized or issued by this corporation in the following respects:

- (a) The transferability or assignment of such stock;
- (b) The preemptive right of the corporation or other stockholders to purchase such stock as a condition precedent to its issue, transfer or assignment;
- (c) The redemption or purchase of such stock by the corporation.
- (d) The sale, pledge and involuntary transfer of such stock.

ARTICLE XIV - INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 3 day of January, 1995, being the sole stockholder, this date the undersigned adopts these Articles of Incorporation.



Eileen M. Sharp
9216 Allwood Place
Orlando, Florida 32825

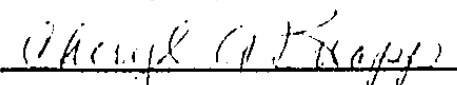
STATE OF FLORIDA
COUNTY OF SEMINOLE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Eileen M. Sharp, personally known to me, and known to me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged to and before me that she executed said Articles for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid this 3 day of January, 1995.

Cheryl A. Knapp
Notary Public - State of Florida at Large
Commission Number: CC129305
My Commission expires: July 22, 1995
Bonded thru Ashton Agency, Inc.

NOTARY PUBLIC-STATE OF FLORIDA



Notary Signature

Cheryl A. Knapp
Notary Public - State of Florida at Large
Commission Number: CC129305
My Commission expires: July 22, 1995
Bonded thru Ashton Agency, Inc.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In pursuance of chapter 48 091, Florida Statutes, the following is submitted, in compliance with said act

That EILEEN'S EMU RANCH, INC., desiring to organize under the laws of the State of FLORIDA with its principal office, as indicated in the articles of incorporation of City of Orlando, County of Orange, State of Florida has named Eileen M. Sharp, located at 9216 Allwood Place, Orlando, Florida 32825, Telephone number (407) 273-3209, as its agent to accept service of process within this state

ACKNOWLEDGMENT:

I Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office

By: _____

Eileen M. Sharp
Registered Agent

STATE OF FLORIDA
COUNTY OF SEMINOLE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Eileen M. Sharp, who is personally known to me, who executed the foregoing Acknowledgment as Registered Agent of Eileen's EMU Ranch, Inc., and she acknowledged to and before me that she executed said document for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid this 3th day of January, 1995.

Cheryl A. Knapp
Notary Public - State of Florida at Large
Commission Number CC129305
My Commission expires July 22, 1995
Bonded thru Ashton Agency, Inc.

Notary Signature

Cheryl A. Knapp
Notary Public - State of Florida at Large
Commission Number CC 129305
My Commission expires July 22, 1995
Bonded thru Ashton Agency, Inc.

FILED

1995 JAN - 3 PM 2:00