

*Law Offices*  
G. Stephen Manning, P.A.

6622 SOUTHPOINT DRIVE - SOUTH  
SUITE 310  
JACKSONVILLE, FLORIDA 32216

G. STEPHEN MANNING  
FLORIDA BAR DESIGNATED-ENVIRONMENTAL LAW  
MEMBER FL AND NY BARS

PLEASE REPLY TO:  
POST OFFICE BOX 550908  
JACKSONVILLE, FLORIDA 32255-0908

TELEPHONE  
(904) 281-1001

TELECOPIERS  
(904) 298-0898  
(904) 281-1070

MOBILE  
(904) 868-4606

P95000029414

April 3, 1995

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314  
Attn: Bobbie Eldridge

RE: Articles of Incorporation for A Flock  
of Seagulls, Inc.

RECEIVED  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
45 APR 13 AM 11:57

Dear Ms. Eldridge:

400001457374  
-04/14/95--01113--010  
\*\*\*\*122.50 \*\*\*\*122.50

Enclosed for filing is an original and one (1) executed copy of the "Articles of Incorporation of A Flock of Seagulls, Inc." Also enclosed is a check in the amount of \$122.50 for the filing fee and a certified copy of the Certificate of Incorporation after filing.

Please call me should any additional information be required or should you have any questions concerning the document.

Sincerely,

  
G. Stephen Manning

GSM/wd

Enclosures

RE 4/14

211-4-1095  
SECRET  
APR 17 1995  
FBI

ARTICLES OF INCORPORATION  
OF  
A FLOCK OF SEAGULLS, INC.

The undersigned, Michael Score, 3001 Aloma Blvd., Suite 210, Winter Park, Florida 32792, incorporator and subscriber to these Articles of Incorporation of A Flock of Seagulls, Inc. ("Corporation"), a natural person, competent to contract, does hereby present these Articles for the formation of a corporation under the laws of the State of Florida and the Florida Business Corporation Act, Chapter 607, Florida Statutes.

ARTICLE I. NAME

The name of this corporation is A Flock of Seagulls, Inc. The mailing address of the corporation is A Flock of Seagulls, Inc. c/o Michael Score, 3001 Aloma Blvd., Suite 210, Winter Park, Florida 32792.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

To engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

To invest its funds in real estate, mortgages, stocks, bonds, or other types of investments, and to own real or personal property.

To do all and everything necessary and proper for the accomplishment of any of the purposes or attaining any of the objects or the furtherance of any of the purposes enumerated or incidental thereto, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of

the purposes or the attainment of the objects or the furtherance of such purposes or objects of the corporation.

The business of this corporation shall be limited to the foregoing activities.

### ARTICLE III. CAPITAL STOCK

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

The consideration for the issuance of shares may be paid, in whole or in part, in cash, services or other property, tangible or intangible. Shares may not be issued until the full amount of the consideration therefore has been paid. When payment of the consideration for which shares are to be issued is received, such shares shall be deemed to be fully paid and non-assessable. In the absence of fraud, the judgment of the Board of Directors as to the value of the consideration received for shares shall be conclusive.

### ARTICLE IV. SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary to qualify as Section 1244 stock may be taken by the Board of Directors or appropriate officers of the corporation. The corporation elects to have preemptive rights as provided in Section 607.0630, Florida Statutes.

#### ARTICLE V. TERM OF EXISTENCE

The existence of this corporation shall begin April 10, 1995, and shall continue perpetually thereafter until dissolved according to law.

#### ARTICLE VI. ADDRESS, REGISTERED AGENT, RESIDENT AGENT

The street address of the principal office of this corporation in the State of Florida is 3001 Aloma Blvd., Suite 210, Winter Park, Florida 32792. The initial registered agent and resident agent for service of process shall be G. Stephen Manning, at 6622 Southpoint Drive, South, Suite 310, Jacksonville, Florida 32216. The Board of Directors may, from time to time, move the registered and principal office to any other address in Florida. The Board of Directors may, from time to time, designate a different person as registered agent and resident agent to accept service of process.

#### ARTICLE VII. DIRECTORS

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

#### ARTICLE VIII. POWERS

In furtherance, and not in limitation, of the powers conferred by statute, the Board of Directors is expressly authorized:

To make and alter the bylaws of this corporation, to fix the amount, if any, to be reserved as working capital over and above its capital stock paid in, to authorize and cause to

be executed mortgages and liens upon the real and personal property of this corporation.

Whenever the Board consists of more than one member to designate one or more of its number to constitute an Executive Committee which committee shall, for the time being, as provided in a resolution or in the bylaws of this corporation, have and exercise any and all of the powers of the Board of Directors in the management of the business and affairs of the corporation to be affixed to all papers which may require it.

To determine and fix the compensation of officers, directors, agents and employees of this corporation; to adopt any profit-sharing, pension or deferred compensation plan or program, and to determine the contributions to be made by this corporation thereto; to enter into employment contracts with officers, directors, agents and employees of this corporation and to provide therein for regular compensation, bonuses, stock options, deferred compensation, and retirement and other benefits. The interest of any director in any of the foregoing matters or in any other matter shall not disqualify such director from participation in the consideration of such matter or from voting thereon and shall not affect the validity of any action of the Board of Directors in respect of such matters.

To enter into, or become a partner in, any arrangement for sharing profits and losses, partnership, joint venture or otherwise, with any person, firm, or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

The corporation may, in its bylaws, confer powers upon its directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon them by statute.

#### ARTICLE IX. LIMITATION OF LIABILITY

Each director, stockholder and officer in consideration for his services, shall, in the

absence of fraud, be indemnified and held harmless by the corporation, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of or for advice concerning any claim asserted, cause of action filed or civil penalties assessed or proceedings brought against him by reason of his being or having been a director, shareholder or officer of the corporation or any subsidiary of the corporation whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be in addition to any other rights to which any officer, director or stockholder may be entitled as a matter of law.

#### ARTICLE X. AMENDMENT

This corporation reserves the right to amend, alter, change or repeal any provision contained in its Articles of Incorporation, in a manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

Without limiting the generality of the preceding paragraph, the Articles of Incorporation of the corporation may be amended to change the business purpose of this corporation to provide for any lawful purpose.

#### ARTICLE XI. CONTRACT

No contract or other transaction between this corporation and any person, firm or corporation shall be affected by the fact that any director or officer of this corporation, individually or jointly, is a party to, or is interested in, such contract or transactions or by the fact that any director or officer of this corporation is a director or officer of such other corporation.

The UNDERSIGNED, being the original incorporator hereinbefore named for the purpose of forming a corporation to do business in the State of Florida, under the laws of the State of Florida, does make, subscribe, acknowledge and file these Articles, hereby declaring and certifying that the facts herein stated are true and accordingly have hereunto set his hand on this 10 day of April 1995.

INCORPORATOR:

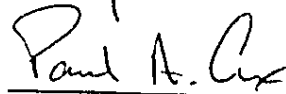
  
MICHAEL SCORE

STATE OF FLORIDA

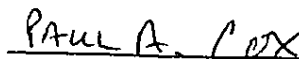
COUNTY OF ORANGE

Before me personally appeared Incorporator MICHAEL SCORE to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 10 day of April, 1995.



Notary Public, State of Florida  
at Large

  
Printed Name of Notary

My Commission Expires:

My Commission Number



"OFFICIAL SEAL"  
Paul A. Cox

My Commission Expires 6/24/97  
Commission #CC 297384

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

In pursuance of Chapter 607, Florida Statutes, the following is submitted, in compliance with said Act:

That A Flock of Seagulls, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, to be at 3001 Aloma Blvd., Suite 210, Winter Park, County of Orange, State of Florida, has named G. Stephen Manning, whose address is 6622 Southpoint Drive South, Suite 310, Jacksonville, County of Duval, State of Florida 32216, as its agent to accept service of process within the state.

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

  
G. Stephen Manning

95 APR 13 AM 11:52  
STATE OF FLORIDA  
CLERK OF THE COURT



STATE OF FLORIDA  
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, this day personally appeared G. STEPHEN MANNING, known personally to me to be such, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

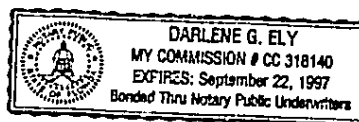
WITNESS my hand and official seal this 30<sup>th</sup> day of APRIL, 1995.

Darlene G. Ely  
Notary Public, State of Florida  
at Large

DARLENE G. ELY  
Printed Name of Notary

My Commission Expires: \_\_\_\_\_

My Commission Number: \_\_\_\_\_



SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER AUGUST 7, 1996.  
AMOUNT DUE ON OR BEFORE 8/7/96: \$225 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$375.)

PROFIT  
CORPORATION  
ANNUAL REPORT  
1996



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morham  
Secretary of State  
DIVISION OF CORPORATIONS

APPROVED  
AND  
FILED

96 OCT 28 PM 2:53

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DOCUMENT # P95000029414 (6)

1. Corporation Name

A FLOCK OF SEAGULLS, INC.

Principal Place of Business

Mailing Address

% MICHAEL SCORE  
3001 ALOMA BLVD., SUITE 210  
WINTER PARK FL 32792

% MICHAEL SCORE  
3001 ALOMA BLVD., SUITE 210  
WINTER PARK FL 32792

REINSTATEMENT

96

2. Principal Place of Business

2a. Mailing Address

21

26

Suite, Apt. #, etc.

Suite, Apt. #, etc.

22

27

City & State

City & State

23

28

Zip

Country

Zip

Country

24

25

29

30

9. Name and Address of Current Registered Agent

MANNING, G. STEPHEN  
6622 SOUTHPOINT DR., SUITE 310  
JACKSONVILLE FL 32216

3. Date Incorporated or Qualified

04/10/1995

3a. Date of Last Report

4. FEI Number

59-3306650

Applied For

Not Applicable

5. Certificate of Status Desired

\$8.75 Additional  
Fee Required

6. Election Campaign Financing  
Trust Fund Contribution

\$5.00 My Bo  
Added to Fees

8. This corporation has liability for intangible tax under s. 199.032,  
Florida Statutes

Yes ☐ No ☒

10. Name and Address of New Registered Agent

81 Name

MICHAEL SCORE

82 Street Address (PO Box Number is Not Acceptable)

3001 ALOMA AVE., SUITE # 204

83

84 City

WINTER PARK

FL

85 Zip Code

32792

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and, if applicable

(NOTE: Registered Agent signature required when reinstating)

MICHAEL SCORE

7-30-96

DATE

12. OFFICERS AND DIRECTORS

ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

TITLE

DIRECTOR

DELETE

NAME

MICHAEL SCORE

STREET ADDRESS

3001 ALOMA AVE. # 210

CITY - ST - ZIP

WINTER PARK, FL 32792

TITLE

NAME

STREET ADDRESS

CITY - ST - ZIP

TITLE

NAME

STREET ADDRESS

CITY - ST - ZIP

TITLE

NAME

STREET ADDRESS

CITY - ST - ZIP

TITLE

NAME

STREET ADDRESS

CITY - ST - ZIP

TITLE

NAME

STREET ADDRESS

CITY - ST - ZIP

TITLE

NAME

STREET ADDRESS

CITY - ST - ZIP

11 TITLE

12 NAME

13 STREET ADDRESS

14 CITY - ST - ZIP

21 TITLE

22 NAME

23 STREET ADDRESS

24 CITY - ST - ZIP

31 TITLE

32 NAME

33 STREET ADDRESS

34 CITY - ST - ZIP

41 TITLE

42 NAME

43 STREET ADDRESS

44 CITY - ST - ZIP

51 TITLE

52 NAME

53 STREET ADDRESS

54 CITY - ST - ZIP

61 TITLE

62 NAME

63 STREET ADDRESS

64 CITY - ST - ZIP

Change ☐ Addition ☐

200001991812--S

-10/31/96--01030--028

\*\*\*225.00 \*\*\*225.00

Change ☐ Addition ☐

200001991812--S

-10/31/96--01030--029

\*\*\*150.00 \*\*\*150.00

Change ☐ Addition ☐

Change ☐ Addition ☐

Change ☐ Addition ☐

Change ☐ Addition ☐

Change ☐ Addition ☐

Change ☐ Addition ☐

Change ☐ Addition ☐

Change ☐ Addition ☐

Change ☐ Addition ☐

Change ☐ Addition ☐

Change ☐ Addition ☐

Change ☐ Addition ☐

Change ☐ Addition ☐

Change ☐ Addition ☐

Change ☐ Addition ☐

Change ☐ Addition ☐

Change ☐ Addition ☐

Change ☐ Addition ☐

Change ☐ Addition ☐

Change ☐ Addition ☐

Change ☐ Addition ☐

Change ☐ Addition ☐

Change ☐ Addition ☐

Change ☐ Addition ☐

Change ☐ Addition ☐

Change ☐ Addition ☐

Change ☐ Addition ☐

Change ☐ Addition ☐

SIGNATURE:

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

MICHAEL SCORE

7-30-96

Date

Daytime Phone #

CR2E034 (3/96)