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Syprett, Meshad, Resnick & Lieb
ATTORNEYS AT LAW

EFFECTIVE DATE
5/3/95

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May 4, 1995

* Board Certified Civil Trial Lawyer
** Board Certified Real Estate Lawyer
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Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32314

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Re: OAKVEST VI, INC.

Dear Sir or Madam:

Enclosed please find the original and one copy of proposed Articles of Incorporation for the above-referenced corporation. I would appreciate your filing the Articles and returning one certified copy to this office. Our check in the amount of \$122.50 is enclosed to cover the following costs:

Filing Fee	\$35.00
Designation	35.00
Certified Copy	52.50
Total	\$122.50

Thank you for your attention to this matter. If you should have any questions or need further information in this matter, please call me collect.

5/10/95
TH

Very truly yours,

Verna Williams

Verna Williams
Paralegal for
John D. Dumbaugh

Enc.

ARTICLES OF INCORPORATION
OF
OAKVEST VI, INC.

THESE ARTICLES OF INCORPORATION are hereby adopted by the undersigned incorporator of this corporation for pecuniary profit under the Florida General Corporation Act.

ARTICLE I
NAME AND LOCATION OF AGENT AND OFFICES

Section 1.1 Name. The name of the corporation shall be OAKVEST VI, INC.

Section 1.2 Principal Office and Place of Business. The principal office of the corporation shall be located at 3603 CLARK ROAD, SARASOTA, FLORIDA, 34233, with a post office address which is the same address as the principal office. The principal place of business of the corporation shall be the same as the principal office. The corporation may change the location of the foregoing offices or the post office address, transact business at other places within or without the State of Florida and establish branch offices within or without the State of Florida, all as the Board of Directors may from time to time determine.

Section 1.3 Registered Agent and Office. The Registered Agent for the corporation to accept service of process within the State of Florida shall be PATRICK M. HOGAN. The street address of the Registered Agent, which shall be the Registered Office, shall be 3603 CLARK ROAD, SARASOTA, FLORIDA, 34233.

ARTICLE II
DURATION AND COMMENCEMENT

Section 2.1 Duration. The corporation shall have perpetual existence, or until dissolved according to law.

Section 2.2 Commencement of Corporate Existence. The corporation's existence shall commence on the date of subscription and acknowledgment hereof which date shall be no more than 5 days prior to the filing hereof by the Department of State.

ARTICLE III
PURPOSE AND POWERS

Section 3.1 Purpose. The general purpose for which the corporation is initially organized shall be to transact any and all lawful business for which a corporation may be incorporated under the laws of Florida, and to do everything necessary or convenient for the accomplishment of said purpose, and to do all other things incidental thereto or connected therewith that are not prohibited by law, and to carry out said purpose in any state, territory, district or possession of the United States or in any foreign

country, to the extent not prohibited by law therein.

Section 3.2 Powers. The corporation shall have and exercise all of the corporate powers enumerated in or otherwise permitted under the Florida General Corporation Act.

ARTICLE IV AUTHORIZED SHARES

Section 4.1 Class, Number and Par. The shares of stock authorized hereunder shall be divided into two (2) classes, which classes shall be (i) common stock, and (ii) preferred stock. The classes are described as follows:

(a) Common Stock. The aggregate number of shares of common stock which the corporation shall be authorized to issue and have outstanding at any one time shall be limited to twenty-two million five hundred thousand (22,500,000) shares at no par value.

These shares shall have unlimited voting rights and are entitled to receive the net assets of the corporation upon dissolution after giving effect to any liquidation preference provided hereinafter.

(b) Preferred Stock. The aggregate number of shares of preferred stock which the corporation shall be authorized to issue and have outstanding at any one time shall be limited to seven million five hundred thousand (7,500,000) shares at no par value. The preferences, limitations, and relative rights in respect of these shares are as follows:

(1) Dividends - Cumulative, Non-Cumulative and Non-Participating. The holders of these shares shall be entitled to receive a cumulative annual cash dividend at the rate of two percent (2%) per annum based upon the consideration paid to the corporation for each such particular share. These shares will also provide for a non-cumulative annual cash dividend at the rate of three percent (3%) per annum to be declared and paid at the discretion of the Board of Directors. These shares shall be non-participating and shall not be entitled to further dividends.

(2) Liquidation Preference. In the event of any voluntary or involuntary liquidation, dissolution, or winding up of the corporation, the holders of these shares shall receive out of the assets of the corporation remaining after debts and liabilities have been paid, and before any amounts are paid to the holders of the common shares, an amount equal to the dividend base per share (i.e., the issue price); provided, however, that such holders shall share pro-rata with all preferred shareholders of all classes in the event of an insufficiency. The assets, if any, remaining after

satisfaction of the holders of these shares shall be paid to the holders of the common shares.

(3) Redemption. At the option of the Board of Directors, the corporation may, at any time, redeem the whole, or any part, of these shares outstanding by paying in cash therefor an amount equal to (i) the consideration paid to the corporation therefor, plus (ii) all dividends declared and unpaid, and by giving at least thirty (30) days' prior written notice to each shareholder by mail, postage prepaid, at its last known address shown on the corporate records, stating the date and plan of redemption. Should only a part of these outstanding shares be redeemed, redemption shall be effected pro-rata or by lot as determined by the Board of Directors. None of these shares may be redeemed unless all declared and unpaid dividends on all of these shares outstanding have been paid for all past and present dividend periods. On or before the date fixed for redemption, each holder of shares called for redemption shall surrender such holder's certificate for such shares to the corporation at the place designated in the notice, and the shareholders shall thereupon be entitled to receive payment of the redemption price. If less than all of the shares represented by any such surrendered certificate are redeemed, a new certificate shall be issued representing the unredeemed shares. If the redemption notice is duly given and on the date fixed for redemption necessary funds for the redemption are available, all rights with respect to the shares called for redemption, whether or not surrendered, shall immediately terminate except for the rights of the holders of such shares to receive the redemption price without interest on surrender of the certificates therefor.

These shares are non-redeemable by the shareholder until the tenth anniversary of the issue date. After the tenth anniversary a maximum of twenty percent 20% per year are redeemable in any one year.

(4) Voting; Non-Convertible. The shareholders of these shares shall be entitled to vote their shares on an equal basis with shareholders of the common stock. These shares shall not be convertible into another class of stock.

Section 4.2 Consideration. The consideration for the issuance of said shares, or any part thereof, shall be money current of the United States of America, or property or services of value at least equivalent to the stock issued as fixed and determined by the Board of Directors of said corporation. Whenever any share or shares of stock are issued in consideration of payment to be made in property or in services, the fair and just value of the property to be transferred or the services performed as a consideration for the issuance of said stock shall be affixed by

the Board of Directors of the corporation. Any and all shares of stock of the corporation which shall be issued for the consideration, or for not less than the consideration in cash, property, or services, shall be fully paid and nonassessable.

Section 4.3 No Preemptive Rights. The shareholders of the common and preferred stock shall have no preemptive rights granted herein to acquire unissued or treasury shares of the corporation or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.

Section 4.4 Plurality Voting. Shareholder voting shall be on a plurality basis. The shareholders of the corporation shall not be entitled to vote their shares cumulatively in elections for the Board of Directors.

ARTICLE V GENERAL

Section 5.1 Amendment. The Articles of Incorporation may be amended from time to time only by action of the Board of Directors and the shareholders in accordance with applicable law.

Section 5.2 Organization Meeting of Directors. After the corporate existence begins, an organization meeting of directors named herein shall be held, at the call of a majority, to adopt Bylaws, elect officers, and transact other necessary business. The directors calling the meeting shall give three (3) days' advance written notice of the time and place of the meeting to each director.

Section 5.3 Directors. The number of directors constituting the initial Board of Directors shall be one (1), which number may be increased or decreased but not below one (1) from time to time in accordance with the Bylaws. The name and address of each initial member of the Board of Directors, who need not be a resident of the State of Florida and who shall hold office for the first year of the corporation's existence, or until a successor or successors are duly elected and qualified, is as follows:

<u>NAME</u>	<u>ADDRESS</u>
JOAN HUNT	3603 CLARK ROAD SARASOTA, FLORIDA 34233

Section 5.4 Incorporators. The name and address of the incorporator executing this instrument is as follows: PATRICK M. HOGAN, 3603 CLARK ROAD, SARASOTA, FLORIDA 34233.

IN WITNESS WHEREOF, the undersigned executed this instrument this 3 day of May, 1995.

INCORPORATOR:

Patrick M. Hogan
PATRICK M. HOGAN

STATE OF FLORIDA)
COUNTY OF SARASOTA)

BEFORE ME, the undersigned authority, personally appeared PATRICK M. HOGAN, who is well known to be the person described in or produced personally known as identification and who executed the above instrument, and who did freely and voluntarily acknowledge before me according to law the execution of the same for the uses and purposes stated therein.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, in said County and State this 3rd day of May, 1995.

Verna Williams
Notary Public - State of Florida
My commission expires:



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

In compliance with Section 48.091, Florida Statutes, it is submitted that OAKVEST VI, INC. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 3603 CLARK ROAD, SARASOTA, FLORIDA, 34233, has named PATRICK M. HOGAN, located at 3603 CLARK ROAD, SARASOTA, FLORIDA, 34233, as its registered agent to accept service of process within Florida.

Signature: [Signature]

Title: INCORPORATOR

Date: 5-3-95

Having been named to accept service 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.

Signature: [Signature]

Title: REGISTERED AGENT

Date: 5-3-95