

P95 0000 40244

LAW OFFICES
MILLSAPS & THAMES, P.A.

421 WEST FORTYTH STREET • SUITE 600

JACKSONVILLE, FLORIDA 32202

TELEPHONE (904) 358-4000

FACSIMILE (904) 358-4001

P95-40244

May 18, 1995

By Federal Express

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

400001434804
05/19/95 10:07:00
*****78.75 *****78.75

Re: Incorporation of NEFI, Inc.

Dear Sir/Madam:

Enclosed are the following documents:

1. An original and one copy of the Articles of Incorporation for NEFI, Inc.
2. An original and one copy of a Certificate Designating Registered Agent and Registered Office for NEFI, Inc.

We would appreciate your filing the original of these documents and returning date stamped copies to us in the enclosed envelope. We have enclosed a check for \$78.75 to cover the filing fee and the cost of obtaining a certificate of status.

Very truly yours,

Loretta Z. Talbert

Loretta Z. Talbert

LZT/wdw
Enclosures
6421

STATE
DIVISION OF CORPORATIONS
MAY 19 1995
11:19 AM

ARTICLES OF INCORPORATION
OF
NEFI, INC.

FILED
55 MAY 19 PM 1:15
SECRET
TALLAHASSEE, FLORIDA

ARTICLE I-NAME

The name of this Corporation is NEFI, Inc.

ARTICLE II-INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of this Corporation is 8022 Jamaica Road North, Jacksonville, Florida 32216.

ARTICLE III-DURATION

This Corporation shall have perpetual existence.

ARTICLE IV-PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V-CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1,000) shares, all of which shall be of the par value of One Cent (\$.01) per share.

ARTICLE VI-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 121 West Forsyth Street, Suite 600, Jacksonville, Florida 32202, and the name of its initial registered agent at such address is Millsaps & Thames, P.A.

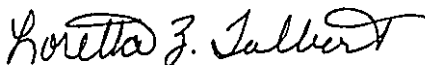
ARTICLE VII-INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation shall be one (1), and the name and address of the person who is to serve as the initial director is Thomas M. Buzar, 8022 Jamaica Road North, Jacksonville, Florida 32216.

ARTICLE VIII-INCORPORATOR

The name and address of the incorporator is Loretta Z. Talbert, 121 West Forsyth Street, Suite 600, Jacksonville, Florida 32202.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 18th day of May, 1995.



Loretta Z. Talbert

Acknowledgement

STATE OF FLORIDA)

COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this
18 day of May, 1995, by Loretta Z. Talbert of Millsaps &
Thames, P.A. She is personally known to me and did not take
an oath.



Laurie A. Jones
Notary Public for the State of
Florida at Large

My Commission Expires:

Commission Number:

**CERTIFICATE DESIGNATING
REGISTERED AGENT AND REGISTERED OFFICE**

In compliance with Sections 48.091 and 607.0501, Florida Statutes (1993), the following is submitted:

First, that NEFI, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Jacksonville, State of Florida, has named Millsaps & Thames, P.A., located at 121 West Forsyth Street, Suite 600, City of Jacksonville, State of Florida, as its agent to accept service of process within Florida.



Loretta Z. Talbert, Incorporator

5/18/95

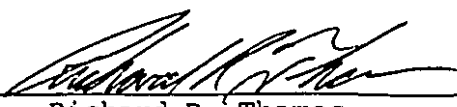
Date

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, Millsaps & Thames, P.A. hereby agrees to act in this capacity, and Millsaps & Thames further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

MILLSAPS & THAMES, P.A.

By


Richard R. Thames
Its Vice-President

5-18-95

Date

55 MAY 19 11:15
SECRET
TALLAHASSEE - FLORIDA

P95000040244

WILLIAMS & THAMES, P.A.
121 WEST FORBETH STREET • SUITE 600
JACKSONVILLE, FLORIDA 32202
TELEPHONE (904) 388-4000
FACSIMILE (904) 388-4001

FILED
95 JUN -7 AM 8:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 2, 1995

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

000001508180
-06/08/95--01033--010
*****35.00 *****35.00

Re: Articles of Amendment to Articles of Incorporation
of NEFI, Inc.

Dear Sir/Madam:

Enclosed are Articles of Amendment to Articles of Incorporation of NEFI, Inc. We would appreciate your filing the original of this document and returning a date stamped copy to us in the enclosed envelope.

Our firm's check for \$35.00 to cover the filing fee is enclosed.

Very truly yours,

Loretta Z. Talbert

Loretta Z. Talbert

LZT/jsd
Enclosures
6656

AM
CRG 6/1/95

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION

FILED
95 JUN -7 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of § 607.1003, Florida Statutes, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the Corporation is NEFI, Inc.

SECOND: Article V of the Articles of Incorporation is amended to reflect the following change:

This Corporation is authorized to issue One Thousand (1,000) shares, all of which shall be of the par value of One Cent (\$.01) per share. The transfer of this stock is subject to the terms and conditions of a Franchise Agreement between this Corporation and Luxury Franchise Corp. These restrictions prohibit transfer without the prior written approval of Luxury Franchise Corp.

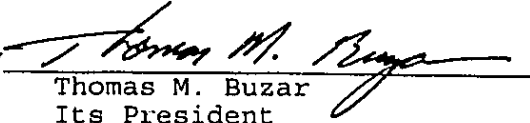
THIRD: The amendment was adopted by the Board of Directors on the 31 day of May, 1995.

FOURTH: The above amendment was approved by unanimous written consent to resolutions by the shareholders of this Corporation on the 31 day of May, 1995.

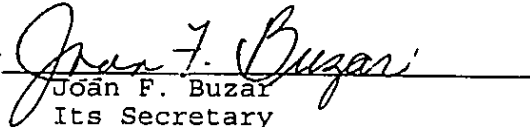
DATED this 31 day of May, 1995.

NEFI, Inc.

By


Thomas M. Buzar
Its President

By


Joan F. Buzar
Its Secretary