

FR: 7/NO. 35 30 93 P 176

6/1/95

((H95000006141))

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FAX: (904) 922-4000

CONTACT: CORINNE P MCCLURE

PHONE: (904) 354-1100

FAX: (904) 798-2661

((H95000006141))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: BARCELONA COLLECTION MANAGEMENT CORP.

FAX AUDIT NUMBER: H95000006141

CURRENT STATUS: REQUESTED

DATE REQUESTED: 06/01/1995

TIME REQUESTED: 15:06:38

CERTIFIED COPIES: 0

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 5

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$70.00

ACCOUNT NUMBER: 076226003514

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6/2

FILED
93 JUN -1 PM 4:49
TALLAHASSEE, FLORIDA

Articles of Incorporation
of
Barcelona Collection Management Corp.

FILED
55 JUN -1 PM 4:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name and Duration

The name of the Corporation is Barcelona Collection Management Corp. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation in the State of Florida is 80 Players Club Villas, Ponte Vedra Beach, FL 32082.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is c/o Mahoney Adams & Criser, P.A., 50 North Laura Street, 3400 Barnett Center, in the City of Jacksonville, County of Duval. The name of the registered agent at such address is RAX CO.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

Prepared by Jaime A. Prias, Esq.
Mahoney Adams & Criser, P.A.
P. O. Box 4099
Jacksonville, FL 32201
(904) 356-1100
Attorney No. 0879479

H95000006141

FROM MAHONEY ADAMS & CRISER

(THU)06.01'95 15:34/ST. 15:31/NO. 3560367993 P 3/6

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2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is One Thousand (1,000) shares of Common Stock ("Common Stock") \$0.01 par value per share.

ARTICLE VI

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
RAX CO.	c/o Mahoney Adams & Criser, P.A. 3400 Barnett Center Jacksonville, FL 32202

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

H95000006141

H95000006141

<u>Name</u>	<u>Address</u>
Bernard Corbara Barra	70 Players Club Villas Ponte Vedra Beach, FL 32082
Dennis M. Williams	80 Players Club Villas Ponte Vedra Beach, FL 32082
Robert D. Freeman	69 Players Club Villa Ponte Vedra Beach, FL 32082
Joseph H. Arnold	Post Office Box 50307 Jacksonville Bch, FL 32240-0307

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

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ARTICLE XI

Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Jacksonville, Duval County, Florida, this 1st day of June, 1995.

RAX CO.

By:


Vice President
Ralph R. Wickersham

FROM MAHONEY ADAMS & CRISER

(THU) 06. 01' 95 15:35/ST. 15:31/NO. 3560367993 P 6/6
H95000006141

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That Barcelona Collection Management Corp. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Jacksonville, County of Duval, State of Florida, has named RAX CO., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further state that I am familiar with §607.0501, Florida Statutes.

RAX CO.

By:


Vice President

DATED: June 1, 1995

FILED
JUN - 1 PM 4:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H95000006141

FROM

P950000 42763

(WED) 09. 20' 95 16:23/ST. 16:22/NO. 3560402382 P 1

9/20/95

FLORIDA DIVISION OF CORPORATIONS

10:58 AM

((H95000010506)))
TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET
FROM: MAHONEY ADAMS & CRISER, P.A.
50 W LAURA ST
3400 BARNETT CENTER
JACKSONVILLE FL 32202-
CONTACT: CORINNE P MCCLURE
PHONE: (904) 354-1100
FAX: (904) 798-2661

((H95000010506)))
DOCUMENT TYPE: BASIC AMENDMENT
NAME: BARCELONA COLLECTION MANAGEMENT CORP.
FAX AUDIT NUMBER: H95000010506
DATE REQUESTED: 09/20/1995
CERTIFIED COPIES: 0
NUMBER OF PAGES: 2
ESTIMATED CHARGE: \$35.00
CURRENT STATUS: REQUESTED
TIME REQUESTED: 10:58:30
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 076226003514

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1995 SEP 21 AM 11:36
STATE
TALLAHASSEE, FLORIDA

(11/10/95) 86 ✓
Janda

1995 SEP 21 AM 7:52
RECEIVED

FROM

(WED) 09. 20' 95 16:23/ST. 16:22/NO. 3560402382 P 2



H95000010506

FLORIDA DEPARTMENT OF STATE
Sandra B. Morfium
Secretary of State

September 20, 1995

BARCELONA COLLECTION MANAGEMENT CORP.
80 PLAYERS CLUB VILLAS
PONTE VEDRA BEACH, FL 32082

SUBJECT: BARCELONA COLLECTION MANAGEMENT CORP.
REF: P95000042763

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Please correct your document to reflect that it is filed pursuant to the correct statute number.

Amendments are filed in compliance with section 607.1006, Florida Statutes.

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) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H95000010506
Letter Number: 253A000043175

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

H95000010506

FROM

(WED) 09. 20' 95 16:23/ST. 16:22/NO. 3560402382 P 3

H95000010506

**ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
BARCELONA COLLECTION MANAGEMENT CORP.**

Barcelona Collection Management Corp., pursuant to Section 607.1006, Florida Statutes, does hereby file the following Articles of Amendment:

1. That the name of the Corporation is Barcelona Collection Management Corp.
2. That Article VI of the Articles of Incorporation of Barcelona Collection Management Corp. is hereby amended to read as follows:

ARTICLE VI

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.
2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.
3. The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

<u>Name</u>	<u>Address</u>
Bernardo Corbera Serra	70 Players Club Villas Ponte Vedra Beach, FL 32082
Dennis M. Williams	80 Players Club Villas Ponte Vedra Beach, FL 32082
Robert D. Freeman	69 Players Club Villas Ponte Vedra Beach, FL 32082
Joseph H. Arnall	Post Office Box 50307 Jacksonville Bch, FL 32240-0307

Prepared by Jaime A. Frias, Esq.
Mahoney Adams & Crisler, P.A.
P. O. Box 4099
Jacksonville, FL 32201
(904) 354-1100
Florida Bar No. 0879479

FILED
1995 SEP 21 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H95000010506

FROM

(MED) 09. 20' 95 16:24/ST. 16:22/NO. 3560402382 P 4

H9500001050 6

3. That the foregoing amendment is adopted by all members of the Board of Directors and all shareholders of this Corporation, by a joint written action dated June 14, 1995 pursuant to Section 607.1006, Florida Statutes.

Dated this 14 day of June, 1995.

CORP.

BARCELONA COLLECTION MANAGEMENT

By: 

Bernardo Corbera Serra, President

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