

1204 HAYS STREET  
TALLAHASSEE, FL 32304  
904-222-0071  
904-222-0101 FAX

800-342-8086



RECEIVED  
JUN 9 1995  
DIVISION OF CORPORATE  
REGISTRATION  
44584

ACCOUNT NO. : 072100000032

REFERENCE : 612140 9682A

AUTHORIZATION : *Patricia Pizzuto*

COST LIMIT : 970.00

ORDER DATE : June 8, 1995

ORDER TIME : 10:06 AM

ORDER NO. : 612140

400001509664

CUSTOMER NO: 9682A

CUSTOMER: Norman Freedman, Esq  
NORMAN P. FREEDMAN, ESQ

525 North Newman Street

Jacksonville, FL 32202

DOMESTIC FILING

NAME: FIRST COAST HOLDINGS, INC.

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XXX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

JUN 9 1995 BSB

FILED  
95 JUN -9 AM 11:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
FIRST COAST HOLDINGS, INC.

FILED  
95 JUN -9 AM 11:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

FIRST COAST HOLDINGS, INC.

The address of the principal office of this corporation shall be c/o Norman Freedman, 525 North Newman Street, Jacksonville, Florida 32202, the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 4,000,000 shares of common stock having no par value per share.

1. The parties shall not encumber or dispose of the shares in the corporation now or hereafter acquired by them except under the following terms:

(a) The party desiring to dispose of his shares must first obtain the written consent of the other party or:

(b) In the absence of such written consent, the party desiring to dispose of his shares must give thirty (30) days written notice by registered mail of his intention to make such disposition. The other parties shall thereupon have the option within such 30 days to purchase all of such shares. The election to exercise the option shall be made in writing and mailed by registered mail to the party desiring to dispose of his shares. The purchase price shall be the book value of the shares as at the date of the first notice, as determined by the certified public accountant then in charge of the books of the corporation. His determination as to book value shall be made according to accepted accounting practices and shall be binding upon the parties. The purchase price shall be payable as follows: one-half in cash upon transfer of the shares, and one-half by a promissory note payable one year thereafter bearing interest at six percent (6%) annually. In the event all the shares so offered are not purchased by the other shareholders, all the restrictions imposed by this paragraph shall forthwith terminate for a period of six (6) months, during which period the owner may dispose of his shares. To the extent that the shares are not disposed of during the six-month period, all of the restrictions imposed by this paragraph shall again be applicable. In the event any of the other parties do not desire to purchase said shares, the remaining parties may purchase said shares.

2. The provisions restricting the sale of shares contained in this agreement shall terminate upon the happening of any of the following events:

(a) The adjudication of the Corporation as a bankrupt, the execution by it of any assignment for the benefit of creditors, or the appointment of a receiver for the Corporation: or

(b) The voluntary or involuntary dissolution of the corporation.

3. The share certificates of the Corporation to be issued to the parties shall bear the following endorsement:

"The shares represented by this certificate are subject to all terms of an agreement made June\_\_\_\_\_, 1995, between Craig Osborn, Michael Flatow, Michael Lublin and Michael K. Freedman, a copy of which is on file at the office of the Corporation."

#### ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Information Services, Inc.

#### ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE VI. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Craig Osborn  
Pres.

c/o Norman Freedman  
525 North Newman Street  
Jacksonville, Florida 32202

Michael Flatow                      Same  
V.Pres.

Michael Lublin                      Same  
V.Pres./Sec.

Michael K. Froedman              Same  
CEO/Treas.

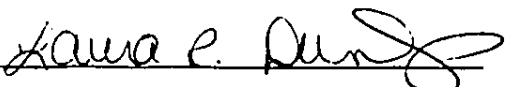
ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to  
these Articles of Incorporation:

Corporation Information Services, Inc.  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of  
Corporation Information Services, Inc., has hereunto set  
their hand and seal of Corporation Information Services,  
Inc., on June 8, 1995.

CORPORATION INFORMATION SERVICES, INC.

By:   
Its Agent, LAURA R. DUNLAP

FILED

95 JUN -9 AM 11:43

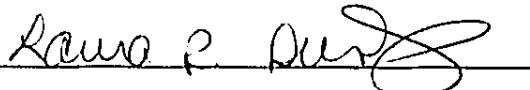
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Information Services, Inc., a Florida corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION INFORMATION SERVICES, INC.

By:



Its Agent, LAURA R. DUNLAP