

FROM

6/23/95

((H9500006991))

TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000

((H95000006991))

NAME: STADIUM PLACE CLUBS, INC.  
FAX AUDIT NUMBER: H95000006991

DATE REQUESTED: 06/23/1995

CERTIFIED COPIES: 0

NUMBER OF PAGES: 5

ESTIMATED CHARGE: \$70.00

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FLORIDA DIVISION OF CORPORATIONS

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FROM: MAHONEY ADAMS & CRISSEN, P.A.

50 N LAURA ST

3400 BARNETT CENTER

JACKSONVILLE FL 32202-

CONTACT: CORINNE P MCCLURE

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6/23

FROM

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Morihum  
Secretary of State

June 21, 1995

CORINNE P. MCCLURE  
MARONEY ADAMS & CRISER, P.A.  
50 N. LAKE ST., 3480 BARNETT CENTER  
JACKSONVILLE, FL 32202

The name STADIUM PLACE CLUBS, INC. has been reserved for 120 days beginning June 21, 1995. The reservation number is R95000002771 and this reservation is NONRENEWABLE.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will AGAIN be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Mayra Calligan

Letter number: 995A00030386

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

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FROM

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**Articles of Incorporation**

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of

**Stadium Place Clubs, Inc.**

**ARTICLE I**

**Name and Duration**

The name of the Corporation is Stadium Place Clubs, Inc. 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, in the City of 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 & Criscr, 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.

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

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95 JUN 23 . 11:12:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLE IVCorporate 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.

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 VCapital 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") \$1.00 par value per share.

ARTICLE VIIncorporator

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 VIIBoard 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.

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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>
Dennis M. Williams	80 Players Club Villas Ponte Vedra Beach, FL 32082
Robert D. Freeman	69 Players Club Villas Ponte Vedra Beach, FL 32082

#### 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 23rd day of June, 1995.

RAX CO.

By:

  
Ralph R. Wickersham

It's Vice President

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**REGISTERED AGENT CERTIFICATE**

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

That Stadium Place Clubs, Inc., 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 23, 1995

FILED  
95 JUN 23 PM 12:44  
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TALLAHASSEE, FLORIDA

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**P95000049200**

MAHONEY ADAMS & CRISER, P.A.  
3400 BARNETT CENTER • 50 NORTH LAURA STREET  
POST OFFICE BOX 4099  
JACKSONVILLE, FLORIDA 32201  
(904) 354-1100 • TELECOPIER (904) 798-2698

November 22, 1996

Florida Department of State  
P. O. Box 6327  
Tallahassee, FL 32314

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\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Stadium Place Clubs, Inc./Document No. P95000049200  
River City Parking Corporation/Document No. P95000046868

Dear Sir or Madam:

Please find enclosed for filing the Resignations of Registered Agent for the above-captioned companies, along with our checks totaling \$70.00.

Please acknowledge filing of these Resignations by returning file-stamped copies in the enclosed self-addressed envelope.

If you have any questions, please do not hesitate to contact me at (904) 798-9401.

Very truly yours,

*Corinne P. McClure*

Corinne P. McClure  
Legal Assistant

Enclosures  
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*NA Resign*  
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DIVISION OF CORPORATIONS  
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### RESIGNATION OF REGISTERED AGENT

Pursuant to the provisions of Section 607.0502(2), Florida Statutes, the undersigned, RAX CO., a Florida corporation, hereby resigns as Registered Agent for Stadium Place Clubs, Inc., Charter No. P95000049200.

A copy of this resignation was mailed to the above-listed corporation at its last known address, as follows:

Stadium Place Clubs, Inc.  
69 Players Club Villas  
Ponte Vedra Beach, FL 32082

The agency is terminated and the office discontinued on the 31st day after the date on which this statement was filed.

RAX CO., a Florida corporation

By: 

Jaime A. Frias, Vice President

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