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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: FISHER & SAULS, P.A.

DEPARTMENT OF STATE

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ST PETERSBURG FL 33731-

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: AFFINITY DEVELOPMENT CORP.

FAX AUDIT NUMBER: H95000007260

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DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

AFFINITY DEVELOPMENT CORP.

ARTICLE 1: NAME AND MAILING ADDRESS

The name of this Corporation is Affinity Development Corp., and its principal office or mailing address is 1320 19th Street North, St. Petersburg, Florida 33713.

ARTICLE 2: DURATION

This Corporation shall exist perpetually, commencing as of the date of acceptance and filing of these Articles by the Secretary of State of the State of Florida.

ARTICLE 3: PURPOSE

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

ARTICLE 4: CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of .10 par value common stock.

ARTICLE 5: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1320 19th Street North, St. Petersburg, Florida 33713, and the name of the initial registered agent is Steven W. Fernald.

ARTICLE 6: INITIAL BOARD OF DIRECTORS

This Corporation initially shall have three (3) directors. The number of directors may be either increased or diminished from time to time as provided in the Bylaws but shall never be less than one. The names and addresses of the initial directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
David R. Gaul	9000 102nd Avenue North Seminole, FL 34647
Steven W. Fernald	1320 19th Street North St. Petersburg, FL 33713
R. Douglas Manley	#4 Bangor Lane Pinchurst, NC 28374

RICHARD M. BAKER, ESQ.
FBN 332909
Fisher & Sauls, P.A.
P.O. Box 387
St. Petersburg, FL 33731
813/822-2033

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ARTICLE 7: INCORPORATOR

The name and address of each person signing these Articles is:

NAME

ADDRESS

Steven W. Fernald

1320 19th Street North
St. Petersburg, FL 33713

ARTICLE 8: CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE 9: BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE 10: AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 29 day of June, 1995.


Steven W. Fernald

"Incorporator"

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 29 day of June, 1995.


Steven W. Fernald

"Registered Agent"

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