

*P95000074177*

(Requestor's Name) CORPORATE ACCESS, INC.  
 1116-D THOMASVILLE RD  
 (Address) TALLAHASSEE, FL 32303  
 (904) 222-2666  
 (City, State, Zip) (Phone #) *Alm*

OFFICE USE ONLY

5000015985.75  
 -09/26/95--01066--013  
 \*\*\*\*122.50 \*\*\*\*122.50

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. *FAIRWAY GROUP, Inc.*  
 (Corporation Name) (Document #)
2. \_\_\_\_\_  
 (Corporation Name) (Document #)
3. \_\_\_\_\_  
 (Corporation Name) (Document #)
4. \_\_\_\_\_  
 (Corporation Name) (Document #)

- ☒ Walk in ☒ Pick up time *926 10* ☒ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

August 10, 1995

CORPORATE ACCESS, INC.  
1116-D THOMASVILLE RD  
TALLAHASSEE, FL 32303

The name FAIRWAY GROUP, INCORPORATED has been reserved for 120 days beginning August 10, 1995. The reservation number is R95000003616 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 (Lantham 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

Judy Eure

Letter number: 195A00037547

CUSTOMER NAME AND ADDRESS

DATE	INVOICE NO.	TERMS	REP	SHIP VIA	REFERENCE
8/10/95					

SERVICE	DESCRIPTION	AMOUNT
NAME RESERVE	NAME RESERVATION: FAIRWAY GROUP, INCORPORATED	
	R950000003616	

PLEASE RESERVE THE ABOVE NAME  
FOR FOWLER, WHITE et al IN CARE OF  
CORPORATE ACCESS, INC.

Total	\$0.00
-------	--------

ARTICLES OF INCORPORATION  
OF  
FAIRWAY GROUP, INC.

---

RECEIVED  
JAN 10 1990  
CLERK OF THE COURT  
JAN 10 1990

I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I  
Name

The name of this corporation shall be:

Fairway Group, Inc.

The principal office and mailing address of this corporation shall be:

2189 Cleveland Street, #201  
Clearwater, Florida 34625

ARTICLE II  
Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE III  
Purposes

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV  
General Powers

The corporation shall have power:

- (a) To sue and be sued, complain, and defend in its corporate name.
- (b) To have a corporate seal, which may be altered at will and to use it or a facsimile of it, by impressing or affixing it or in any other manner reproducing it.
- (c) To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located.
- (d) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property.
- (e) To lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.0833, Florida Statutes.
- (f) To purchase, receive, subscribe for, or otherwise acquire; own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with shares or other interests in, or obligations of, any other entity.
- (g) To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations (which may be convertible into or include the option to purchase other securities of the corporation), and secure any of its obligations by mortgage or pledge of any of its property, franchises, and income and make contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by the contracting

corporation; a corporation which owns, directly or indirectly, a majority of the outstanding stock of the contracting corporation; or a corporation the majority of the outstanding stock of which is owned, directly or indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting corporation, which contracts of guaranty and suretyship shall be deemed to be necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation, and make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting corporation.

(h) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment.

(i) To conduct its business, locate offices, and exercise the powers granted by law within or without this state.

(j) To elect directors and appoint officers, employees, and agents of the corporation and define their duties, fix their compensation, and lend them money and credit.

(k) To make and amend bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for managing the business and regulating the affairs of the corporation.

(l) To make donations for the public welfare or for charitable, scientific, or educational purposes.

(m) To transact any lawful business that will aid governmental policy.

(n) To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation.

(o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents and for any or all of the current or former directors, officers, employees, and agents of its subsidiaries.

(p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his or her death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(q) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity.

#### ARTICLE V Capital Stock

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 10,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. The Board of Directors may authorize shares to be issued for consideration consisting of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the

corporation. Before the corporation issues shares, the Board of Directors shall determine that the consideration received or to be received for shares to be issued is adequate. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE VI  
Indemnification By Court Order

No director, officer, employee, or agent of the corporation who is or was a party to a proceeding may apply to the court conducting the proceeding, the circuit court, or to another court of competent jurisdiction, seeking indemnification or advancement of expenses, or both, pursuant to Section 607.0850(9), Florida Statutes, without the permission, by a majority vote of the disinterested directors, of the Board of Directors.

ARTICLE VII  
Affiliated Transactions

The corporation expressly elects, pursuant to Section 607.0901(5)(a) of the Florida Statutes, not to be governed by the rules pertaining to affiliated transactions contained in Section 607.0901, Florida Statutes.

ARTICLE VIII  
Control-Share Acquisitions



The corporation exercises its right, pursuant to Section 607.0902(5) of the Florida Statutes, to avoid the provisions pertaining to control-share acquisitions contained in Sections 607.0902, 607.1302(c) and 607.1320, Florida Statutes.

ARTICLE IX  
Registered Office and Registered Agent

The street address of the corporation's initial registered office is 601 Cleveland Street, Suite 800, Clearwater, Florida 34615, and the name of the corporation's initial registered agent at such address is George M. Jirotko. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

ARTICLE X  
Initial Board of Directors

The number of directors constituting the initial Board of Directors shall be one (1), and the name and address of the person who is to serve as the sole member thereof is as follows:

<u>Name</u>	<u>Address</u>
Mark L. Ely	2189 Cleveland Street, #201 Clearwater, Florida 34625

ARTICLE XI  
Incorporator

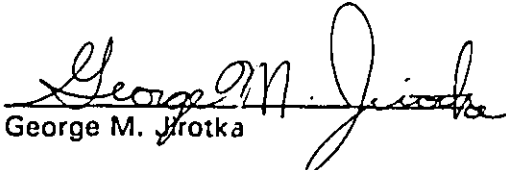
The name and address of the incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
George M. Jirotko, Esquire	Fowler, White, Gillen, Boggs, Villareal and Banker, P.A. 601 Cleveland Street, Suite 800 Clearwater, Florida 34615

ARTICLE XII  
Amendment of Articles of Incorporation

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 the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.

  
George M. Jirotko

Articles of Incorporation of  
Fairway Group, Inc.

Page -8-

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 25th day of  
September, 1995, by George M. Jirotko, who is personally known to me.

SEAL:



LAURA CARNES  
My Commission CC341368  
Expires Jan. 23, 1998  
Bonded by ANB  
800-852-6878

*Laura Carnes*  
(Signature of person taking acknowledgement)

Laura Carnes  
(Name typed, printed or stamped)

Notary Public  
(Notary Public) or (Military Officer's Rank)

Not applicable  
Serial Number if Military Officer

#### CERTIFICATE OF ACCEPTANCE

Having been named to accept service of process for the above stated  
corporation, at the place designated in its Articles of Incorporation, I hereby agree to  
act in such capacity, and I am familiar with and accept, the obligations provided for  
in Section 607.0501(3), Florida Statutes.

Signature

*George M. Jirotko*  
George M. Jirotko  
Registered Agent

Dated:

September 25, 1995