

P9600000746
LARRY D. KELLAR
ATTORNEY AT LAW

LARRY D. KELLAR

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PENSACOLA, FLORIDA 32503
(904) 479-1710

December 19, 1995

Secretary of State
Corporate Division
The Capitol
Tallahassee, FL 32304

900001671649
-12/27/95--01037--002
***122.50 ***122.50

Re: The Osprey Group, Inc.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for The Osprey Group, Inc., and Designation and Acceptance of Registered Agent form. In addition, our check in the amount of \$122.50 is enclosed for filing fee and certified copy of Articles.

Please file the original and returned a certified copy of the Articles to the undersigned.

Thank you for your attention to this matter.

Sincerely,


Larry D. Kellar

LDK/rgk

Enclosure

cc: T. L. Paulk

CPD#28

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 26 AM 10:13

eg 1/4/96

EFFECTIVE DATE.

12/21/1996

ARTICLES OF INCORPORATION

OK

THE OSPREY GROUP, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLE I - NAME

The name of this Corporation is The Osprey Group, Inc.

ARTICLE II - DURATION

This Corporation shall exist perpetually commencing on the date of the effectiveness of these Articles. The corporation's existence shall commence effective January 1, 1996.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business, including, but not limited to operation of a restaurant and other various retail businesses.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation are 1576 Baltor Drive, Gulf Breeze, FL 32561.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of the Corporation is T. L. Paulk, and the initial registered office address is 1576 Baltor Drive, Gulf Breeze, FL 32561.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This Corporation shall have four (4) Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The name and address of the initial Directors of this Corporation are:

- T. L. Paulk, 1576 Baltor Drive, Gulf Breeze, FL 32561
- Carey L. Paulk, 1576 Baltor Drive, Gulf Breeze, FL 32561
- B. Ann Herring, 2545 Highway 98 E., Mary Ester, FL 32569
- Steven A. Herring, 2645 Highway 98 E., Mary Ester, FL 32569

ARTICLE VIX - INCORPORATORS

The name and address of the incorporator signing these Articles of Incorporation is:

T. L. Paulk
1576 Baltor Drive
Gulf Breeze, FL 32561

ARTICLE X - BY-LAWS

The power to alter, adopt, amend or repeal the By-Laws of this Corporation shall be vested in the Board of Directors.

IN WITNESS WHEREOF, the undersigned has/have hereunto set their hands and seal(s) to these Articles of Incorporation this 22 day of December, 1995.

Signed, sealed and delivered in the presence of:

Amy Christensen - Amy Christensen
Mario Routh - Mario Routh

T. L. Paulk
 T. L. PAULK
 FIDR PH 20-832-44-443-0

STATE OF FLORIDA
 COUNTY OF Santa Rosa

The foregoing instrument was acknowledged before me this 22 day of December, 1995, by T. L. PAULK.

Carleen E. Burchfield
 NOTARY PUBLIC

My Commission Expires: _____

CARLEEN E. BURCHFIELD
 "Notary Public-State of FL"
 Comm. Exp. Jan. 27, 1998
 Comm. No. CC 407693

DESIGNATION AND ACCEPTANCE

OF

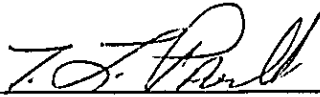
REGISTERED AGENT OF

THE OSPREY GROUP, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 26 AM 10:14

In accordance with Chapters 48 and 607, Florida Statutes, The Osprey Group, Inc., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 1576 Baltor Drive, Gulf Breeze, FL 32561, has named T. L. Paulk, located thereat as its registered agent to accept service of process within the State.

By:



T. L. PAULK

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby state that I am familiar with and accept the duties and responsibilities of registered agent for said corporation, and agree to act in that capacity and agree to comply with the laws of Florida applicable therein.

By:



T. L. PAULK
Registered Agent

CPD#30