

P96000008461

ACHERNAR, INC.
2979 ATLANTIC STREET, UNIT 231
MELBOURNE BEACH, FLORIDA 32951

December 28, 1995

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

700001677117
-01/03/96--01094--002
****125.00 ****125.00

RE: Achernar, Inc.

Dear Sirs:

Please find enclosed the original and one copy of the Articles of Incorporation for "Achernar, Inc." along with my check for \$122.50 for the filing fees. Please return to me a conformed copy of the Articles, along with the original of the Certificate of Incorporation.

Sincerely yours,


Nona Grant Smith

W96-488

00789.00 509. 00671
00736

96 JAN 26 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

SN JAN 0 8 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 8, 1996

NONA GRANT SMITH
2979 ATLANTIC ST., UNIT 231
MELBOURNE BEACH, FL 32951

SUBJECT: ACHERNAR, INC.
Ref. Number: W9600000488

We have received your document for ACHERNAR, INC. and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must be identical throughout the document.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Sandy Ng
Document Specialist

Letter Number: 996A00000793

**ARTICLES OF INCORPORATION
OF
ACHERNAR, INC.**

FILED
96 JAN 26 PM 2:05

The undersigned, as sole subscriber to these Articles of Incorporation, being a natural person, competent to contract and to render services under the Laws of the State of Florida, hereby presents and adopts these Articles of Formation of a corporation under the Florida Business Corporation Act, and other laws of the State of Florida.

ARTICLE I

The name of the corporation is "ACHERNAR, INC.", whose primary address is 2979 Atlantic Street, Unit 231, Melbourne Beach, Florida, 32951 and whose mailing address is 2979 Atlantic Street, Unit 231, Melbourne Beach, Florida, 32951.

ARTICLE II

The term of existence of this corporation shall be perpetual.

ARTICLE III

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

To such extent as a Corporation organized under the Florida Business Corporation Act of this state may now or hereafter lawfully do, either as principle or agent and either alone or in connection with other corporations, firms, or individuals, this corporation may do all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this Corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights, and privileges which a Corporation may now or hereafter be organized to do or to exercise under the Florida Business Corporation Act of this state or under any amendment thereof, supplemental thereto, or substituted therefor.

ARTICLE IV

The aggregate number of shares of stock which the Corporation has authority to issue is 1,000 all of which shall be common shares.

ARTICLE V

It is the intention of the incorporator that the stock of this Corporation shall qualify as a Small Business Company Stock under Section 1244 of the Internal Revenue Code, and as a Subchapter "S" Corporation.

ARTICLE VI

The street address of the initial registered office of the

Corporation shall be 2979 Atlantic Street, Unit 231, Melbourne Beach, Florida, 32951. The name of the initial registered agent at such address is Nona Grant Smith. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VII

The initial Board of Directors of the Corporation shall consist of one member. The name and address of the director is:

<u>Name</u>	<u>Address</u>
Nona Grant Smith	2979 Atlantic Street, Unit 231 Melbourne Beach, Florida, 32951

The above named Director is of full legal age and is a legal resident of the United States of America. The number of Directors may be either increased or decreased from time to time by amending the By-Laws of the Corporation, but shall at no time be less than one.

ARTICLE VIII

No Director of the Corporation shall be deemed to have duly qualified as such unless she is a holder of record of no less than one (1) of the common shares of the Corporation. Should any such Director cease to hold such shares, her office as Director shall be deemed to be vacant.

ARTICLE IX

The business of the corporation shall be conducted by a President and Secretary and Treasurer.

The officer who shall serve for the first year, or until successors are chosen are:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Nona Grant Smith	President	2979 Atlantic Street, Unit 231
	Secretary	Melbourne Beach, Florida, 32951
	Treasurer	

ARTICLE X

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Nona Grant Smith	2979 Atlantic Street, Unit 231 Melbourne Beach, Florida, 32951

ARTICLE XI

Except as otherwise provided by Law, the entire voting power for the election of Directors shall be vested exclusively in the shareholders of the outstanding common shares. However, the

holders of all outstanding common shares of the Corporation may, by separate written document, agree to a predetermined vote of their shares with regard to questions of the election and direct appointment of officers, appointment of employees and the issuance of dividends. Such regulations or restrictive provisions shall not affect the rights of parties without actual notice thereof unless notice of the existence of such provisions shall be plainly written upon the certificate evidencing the ownership of such shares.

ARTICLE XII

The shareholders of the Corporation shall have the power to include in the By-laws, adopted by a sixty percent (60%) majority of the stockholders of the Corporation, any regulations or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding shares of the Corporation by any of its shareholders, or in the event of the death, termination, or resignation of any of its shareholders who may also be Directors or Officers of the Corporation. The manner and form, as well as the relevant terms, conditions, and details thereof, shall be determined by the shareholders of the Corporation provided, however, that such regulatory or restrictive provisions shall be plainly written upon the certificate evidencing the ownership of such shares.

ARTICLE XIII

The Corporation shall indemnify any officers or directors, or any former officer or directors, to the full extent permitted by law.

IN WITNESS WHEREOF, I, Nona Grant Smith, as original subscriber hereto have executed these Articles of Incorporation this 12th day of January, 1996, and hereby accept the duties and responsibilities as Registered Agent for ACHENNAR, Inc.

[Handwritten Signature]
Nona Grant Smith

STATE OF FLORIDA :
COUNTY OF BREVARD :

FILED
JAN 20 PM 3:00
NOTARY PUBLIC
STATE OF FLORIDA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared NONA GRANT SMITH, to me known to be the person described in and who executed the foregoing instrument and she acknowledged before me that she executed the same. She presented (personally known) as identification and took an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 12th day of January, 1996

[Handwritten Signature]
Maureen E. Harvey
Notary Public
My Commission Expires:



OFFICIAL SEAL
Maureen E. Harvey
My Commission Expires 7/13/97
Commission #CC 291129