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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VALIDATION ONLY

Requestor's Name
Robert A. Pierce
~~Thomas C. Nash, Jr.~~
Address
P.O. Box 391
Tallahassee, FL 32309-0391
City State ZIP Phone

900001715909
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****122.50 ****122.50

CORPORATION(S) NAME

Victor's Cottage, Inc.

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DIVISION OF CORPORATION

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MACFARLANE AUSLEY FERGUSON & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

111 MADISON STREET, SUITE #300
P.O. BOX 1631 (ZIP 33601)
TAMPA, FLORIDA 33602
(813) 873-4800 FAX (813) 873-4399

227 SOUTH CALHOUN STREET
P.O. BOX 301 (ZIP 32301)
TALLAHASSEE, FLORIDA 32301
(904) 224-1110 FAX (904) 224-1880

400 CLEVELAND STREET
P.O. BOX 1084 (ZIP 34619)
CLEARWATER, FLORIDA 34616
(813) 441-0000 FAX (813) 444-8470

IN REPLY REFER TO:
Tallahassee

February 15, 1996

Via Hand Delivery

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: Victor's Cottage, Inc.

Dear Sir or Madam:

Enclosed is are Articles of Incorporation for the above-referenced corporation along with our firm check in the amount of \$122.50 to cover the filing and certified copy fee.

Once this document is ready, please call my office and I will arrange for some one to pick it up. If at all possible I would like to obtain this document today.

Your assistance in this matter is appreciated.

Sincerely,


Robert A. Pierce

RAP/ss
Enclosures

**ARTICLES OF INCORPORATION
OF
VICTOR'S COTTAGE, INC.**

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ARTICLE I
Name and Address

The name of this corporation is VICTOR'S COTTAGE, INC., whose place of business is located at 1928 Overbrook Avenue, Clearwater, FL 34615.

ARTICLE II
Duration

The term of existence of this corporation shall be perpetual.

ARTICLE III
Purpose

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

ARTICLE IV
Capital Stock

This corporation is authorized to issue One Thousand (1,000) shares at One Dollar(s) (\$1.00) par value common stock, which shall be designated "common shares". The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of the corporation may be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986.

All voting powers of this corporation shall be vested in the common stock above designated.

ARTICLE V
Preemptive Rights

Any shareholder, upon the sale by the corporation for cash of any new stock of this corporation, shall have the right to purchase his pro rata 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
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 400 Cleveland Street, Eighth Floor, Clearwater, FL 34615 and the name of the initial registered agent of this corporation at that address is THOMAS C. NASH, II.

ARTICLE VII
Initial Board of Directors and Officers

This corporation shall have two director(s) and/or officer(s) initially. The number of directors and/or officers may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and addresses of the initial directors and officers of this corporation are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Margo Cody	1928 Overbrook Avenue Clearwater, FL 34615	President/Director
Pam Keller	1934 Overbrook Avenue Clearwater, FL 34615	Secretary/Treasurer/Director

ARTICLE VIII
Incorporators

The name and address of the person(s) signing these Articles is:

Name

Address

Thomas C. Nash, II

400 Cleveland Street, Eighth Floor
Clearwater, FL 34615

ARTICLE IX
Bylaws

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X
Shareholder Quorum and Voting

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XI
Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, and, in addition to and not in limitation thereof, this corporation shall have the power to guarantee the performances of obligations of other persons, partnerships, corporations, or other entities.

ARTICLE XII
Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.


ARTICLE XIII
Amendment

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

ARTICLE XIV
Cumulative Voting

At each election for directors, every shareholder entitled to vote at such elections 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.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 14th day of February, 1996.



Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, THOMAS C. NASH, II, to me personally known or who has produced N/A as identification, and known to me to be the individual described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, said County and State, this 14th day of February, 1996.


Notary Public

Print Name: Whitney L. Creech

My Commission Expires:

WHITNEY L. CREECH
Notary Public, State of Florida
My Comm. Expires Oct. 17, 1999
No. CC478084

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

ACKNOWLEDGMENT:

Having been named to accept service for process for VICTOR'S COTTAGE, INC. at the place designated in this Certificate, I hereby accept and agree to act in said capacity and agree to comply with the provisions of the Florida Corporation Act relative to keeping open said office.


THOMAS C. NASH, II

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