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MORRIS L. BERNARD
ATTORNEYS AT LAW

JEFFERY D. MORRIS
BOARD CERTIFIED CIVIL TRIAL LAWYER
PERSONAL INJURY
WILSON/DEATH

LAWRENCE J. BERNARD
REAL PROPERTY
PROBATE

March 6, 1996

RIVERSIDE OFFICE:
2004 PARK STREET
JACKSONVILLE, FLORIDA 32204
(904) 384-0400
FAX (904) 384-0004

NORTHSIDE OFFICE:
1403 DUNN AVENUE
SUITE 20
JACKSONVILLE, FLORIDA 32211
(904) 751-0980
FAX (904) 751-0983

PLEASE REPLY TO:
RIVERSIDE OFFICE

Secretary of State
Department of Records
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation for
CHARLES THOROUGHbred, INC.

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-03/12/96--01012--017
*****70.00 *****70.00

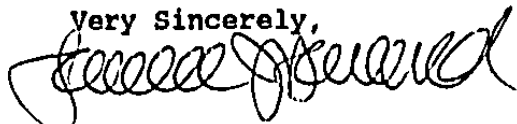
Dear Sir or Madam:

I am enclosing the original and one (1) duplicate copy of the Articles of Incorporation and Certificate of Registered Agent for the above-referenced corporation, together with my firm check in the amount of \$70.00 to cover the costs of taxes, filing fee, and filing of the Certificate of Registered Agent.

Please return the copies, together with the charter number to my Park Street office.

Your assistance is most appreciated. Please do not hesitate to contact me should you have any questions.

Very Sincerely,



Lawrence J. Bernard

LJB/cdt
cc: Ms. Patricia A. Council
Enclosures
art\sec-state.ltr

L. Bernard GAVE

AUTHORIZATION BY PHONE TO

CORRECT Princ. ast.

DATE 3/14

DOC. EXAM 203

RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
96 MAR 11 AM 11:10

63 3/14/96

FILED

96 MAR 11 AM 11:10

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CHARLES THOROUGHbred, INC.,
a Florida corporation**

I, the undersigned, do hereby form a corporation, and for such purpose I hereby make, execute and adopt the following Articles of Incorporation.

ARTICLE ONE

Name

The name of this corporation shall be: **CHARLES THOROUGHbred, INC., a Florida corporation.**

ARTICLE TWO

Purpose

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

ARTICLE THREE

Duration

The term for which this corporation shall exist shall be perpetual commencing on the date filed with the Secretary of State.

ARTICLE FOUR

Capital Stock

This corporation is authorized to issue 7,500 shares at One Dollar (\$1.00) par value common stock.

ARTICLE FIVE

Incorporators

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

PATRICIA A. COUNCIL
753 Northpoint Circle, North
Jacksonville, Florida 32218

ARTICLE SIX

By-Laws

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

ARTICLE SEVEN

Restrictions on Transfer of Stock

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amounts set opposite his or her name:

<u>NAME</u>	<u>SHARES</u>
PATRICIA A. COUNCIL	100

Shares held by the initial shareholders listed above and subsequent shareholders may not be sold or otherwise transferred to other persons or hypothecated in any manner unless such shares are first offered to the remaining shareholders or to this corporation. Further, the remaining shareholders must first issue their written approval of the prospective buyer as a contingency to the sale of such stock being consummated. The price and terms at which, and the time within which, such shares may be offered and sold may be further specified by written agreement among all of the shareholders of this corporation.

ARTICLE EIGHT

Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his or her pro-rata share thereof at the price at which it is offered to others.

ARTICLE NINE

Initial Registered Office and Agent principal

The street address of the initial registered office of this corporation is 753 Northpoint Circle, North, Jacksonville, Florida 32218, and the name of the initial registered agent of this corporation at this address is Patricia A. Council.

ARTICLE TEN

Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be more than ten. The name and address of the initial director of this corporation is:

Patricia A. Council
753 Northpoint Circle, North
Jacksonville, Florida 32218

ARTICLE ELEVEN

The names and post office addresses of the officers of this corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed and have qualified are as follows:

President, Secretary
Treasurer and Director

Patricia A. Council
753 Northpoint Circle, North
Jacksonville, Florida 32218

ARTICLE TWELVE

Shareholders 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.

ARTICLE THIRTEEN

Indemnification

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

ARTICLE FOURTEEN

Amendment

This corporation, through its shareholders, reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 4 day of March, 1996.


PATRICIA A. COUNCIL

STATE OF FLORIDA

COUNTY OF DUVAL

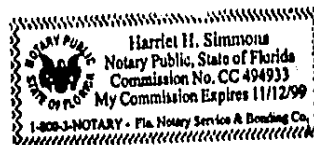
Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **PATRICIA A. COUNCIL**, who is personally known to me and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed the same for the purposes therein described.

WITNESS my hand and official seal, this 4 day of March, 1996,
at Jacksonville, County and State aforesaid.

Harriet H. Simmons

Notary Public, State of Florida at Large
My Commission Expires:

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disk 13
council,inc



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act: First that CHARLES THOROUGHbred, INC., a Florida corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicted in the Articles of Incorporation at City of Jacksonville, County off Duval, State of Florida, has named Patricia A. Council, 753 Northpoint Circle, North, Jacksonville, Florida 32218, as its agent to accept service of process within the State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping office open.


PATRICIA A. COUNCIL

FILED
96 MAR 11 AM 11:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA