

P960000 34555

Lawrence G. Lilly

ATTORNEY AT LAW

850 ANASTASIA BOULEVARD
ST. AUGUSTINE, FLORIDA 32084

April 15, 1996

TEL: (904) 829-1803
FAX: (904) 829-5100

000001783900
-04/17/96--01057--003
***122.50 ***122.50

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

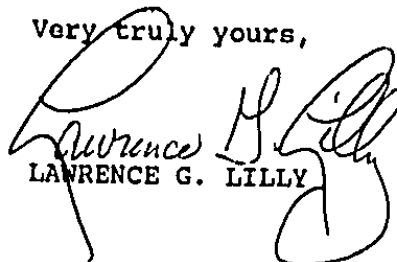
In re: Old City Properties, Inc.

Dear Sirs:

Enclosed please find the original Articles of
Incorporation of Old City Properties, Inc. for filing.
Also enclosed please find my check in the amount of
\$122.50 to cover the cost of the filing.

Thank you for your assistance in this matter.

Very truly yours,


LAWRENCE G. LILLY

LGL/s1
Enclosures

FILED
56 APR 17 AM 9:18
DIVISION OF STATE
TALLAHASSEE, FLORIDA

FCHESSEA APR 22 1996

ARTICLES OF INCORPORATION
OF
OLD CITY PROPERTIES, INC.

FILED
96 APR 17 AM 9:16
TALLAHASSEE, FLORIDA

ARTICLE I - NAME and PRINCIPAL PLACE OF BUSINESS

The name of this corporation is OLD CITY PROPERTIES, INC. and its principal place of business shall be located at 225 West King Street, St. Augustine, Florida 32084.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of the Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

The purpose of the corporation shall be to such extent as a corporation organized under the Florida corporate law of this state may now or hereafter lawfully do, either as principal or agent and either alone or in connection with other corporations, firms or individuals, 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 these 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 laws governing corporations of this state or under any act amendatory thereof, supplemental thereto, or substituted therefor, or to otherwise engage in any lawful activity either within or without the state of Florida. The corporation may buy, sell, lease, rent, encumber, deal in or otherwise dispose of real or personal property including retail or wholesale sales, manufacturing, assembling, act as commission merchant, broker, jobber, dealer, import export, or any other lawful business activity without limitation. To do any and all other acts and things as are necessary or convenient to the attainment of the purpose of this corporation and any of them to the same extent as natural persons lawfully might or could do in any part of the world, insofar as such acts are permitted to be done by a corporation organized under the Corporate Law of this state.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue five million shares of common stock at one cent (\$.01) par value, which shall be designated as "Common Shares."

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale 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 address of this corporation is 850 Anastasia Boulevard, St. Augustine, Florida 32084, and the name of the initial registered agent of this corporation at that address is Lawrence G. Lilly, Attorney at Law.

ARTICLE VII - DIRECTORS

Initially, this corporation shall have One (1) Director who shall serve until his successor(s) shall be elected/appointed at the first meeting of the stockholders and thereafter this corporation shall have no less than one (1) director constituting the Board of Directors. The number of directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial director is as follows:

Darrell G. Smith
953 Low Boulevard
St. Augustine, Florida 32084

ARTICLE VIII - INCORPORATOR

The name and address of the signing Incorporator is:

Darrell G. Smith
953 Low Boulevard
St. Augustine, Florida 32084

ARTICLE IX - INDEMNIFICATION

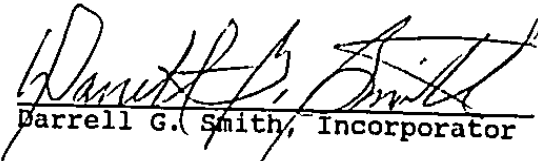
The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No officer or director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to perform his duties as an officer or director as provided in §607.0831, Florida Statutes.

ARTICLE X - 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. Articles may be amended at any time by a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the date of signing.

Dated: April 12, 1996

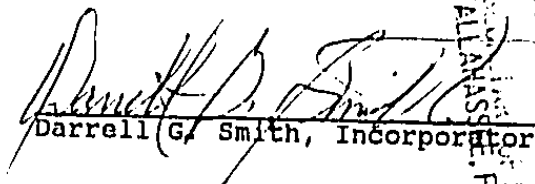

Darrell G. Smith, Incorporator

CERTIFICATE DESIGNATING PLACE AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

OLD CITY PROPERTIES, INC., desiring to organize or qualify under the laws of the State of Florida, has named Lawrence G. Lilly, Attorney at Law, 850 Anastasia Boulevard, St. Augustine, Florida 32084, as its agent to accept service of process within Florida.

Dated: April 12, 1996

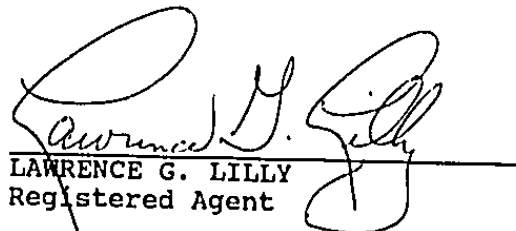

Darrell G. Smith, Incorporator

FILED
96 APR 17 AM 9:18
TALLAHASSEE, FLORIDA

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: April 12, 1996


LAWRENCE G. LILLY
Registered Agent