

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-0191 FAX

800-342-8086



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TALLAHASSEE, FLORIDA

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AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : April 26, 1996

ORDER TIME : 9:20 AM

ORDER NO. : 932879

CUSTOMER NO: 82378A

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CUSTOMER: John S. Dzurak, Esq  
SAFRON ROONEY & DZURAK

P. o. Box 400

Punta Gorda, FL 33951-0400

DOMESTIC FILING

NAME: FERN ENTERPRISES, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

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/16*

RECEIVED  
55 APR 25 AM 11:11  
DEPARTMENT OF CORPORATION

ARTICLES OF INCORPORATION  
OF  
FERN ENTERPRISES, INC.

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TALLAHASSEE, FLORIDA

We, the undersigned, KEITH FERN and PATRICIA FERN do hereby create and sign these Articles for the purpose of forming a Corporation as provided under the laws of the State of Florida.

I.

The name of the corporation shall be:

FERN ENTERPRISES, INC.

II.

The said corporation is hereby empowered to engage in any or all of the following business operations, and to perform all necessary and proper lawful acts in connection therewith, as are or may be authorized by law:

A. To do and perform all of the acts and things and to exercise all of the powers set out and enumerated in Florida Statutes, Chapter 607, (as amended), and to exercise all other powers provided by law to be exercised by corporations.

III.

Said corporation is hereby authorized to have outstanding at any time, a maximum of one hundred (100) shares of common stock, without par value; no other class or type of stock shall be issued. Each share of stock shall entitle the owner thereof to one vote.

IV.

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 or she already holds, shall have the right to purchase his pro-rata share (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

V.

This corporation is to have perpetual existence, or is to exist until dissolved by operation of law.

VI.

The principal and registered office of the corporation is to be located at 1600 South McCall Road, Englewood, Florida 34223, and the name of its initial Registered Agent is KEITH FERN whose mailing address is 1600 South McCall Road, Englewood, Florida 34223. The mailing address of the corporation is 1600 South McCall Road, Englewood, Florida 34223.

I hereby accept designation as Resident Registered Agent, act in this capacity, and to agree to comply with the provisions of said act relative to keeping open said office.

DATED: March 25, 1996.

  
\_\_\_\_\_  
KEITH FERN

VII.

This corporation shall not have less than one

Director initially elected, in accordance with the corporation By-Laws. The said Board of Directors may, by resolution, designate one of their number to constitute an Executive Committee, which, to the extent provided in such resolution, or in the By-Laws of the corporation, shall have any may exercise the powers of the Board of Directors.

The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1).

#### VIII.

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

#### IX.

The names and addresses of the first Board of Directors of this Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
KEITH FERN	1600 South McCall Road Englewood, Florida 34223
PATRICIA FERN	1600 South McCall Road Englewood, Florida 34223

The Board of Directors shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified.

#### X.

The first President of the corporation shall be KEITH FERN, and the first Secretary/Treasurer shall be PATRICIA FERN. Said officers shall, likewise, hold office for the first year of existence of the corporation, or until

his successor is elected and has qualified.

XI.

The names and post office addresses of the subscribers hereto, the number of shares of stock each agrees to take, and the amount to be paid therefor, are as follows:

NAME	ADDRESS	NO. OF SHARES	AMOUNT SUBSCRIBED
KEITH FERN and PATRICIA FERN, Husband & Wife	1800 S. McCall Road Englewood, FL 34223	100	\$1,000.00

The aggregate value of such shares shall not be less than the paid sum of One Thousand Dollars of capital, within which the corporation shall begin business.

XII.

Shares held by the initial stockholders listed above may not be sold or otherwise transferred to other persons unless first offered to the remaining shareholders to this corporation. The price and terms at which, and the time within which, those shares may be transferred and sold shall be further specified by written agreement among the shareholders and this corporation.

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XIII.

All corporate powers shall be vested by or under the authority of, and the business affairs of this corporation, shall be managed under the direction of the shareholders of this corporation.

XIV.

Directors of this corporation need not be residents of the State of Florida.

XV.

This corporation, through the consent and election of its shareholders, shall be permitted to qualify under the provisions of Subchapter S of the Internal Revenue Code.

XVI.

This corporation may also qualify under the provisions of Section 1244 of the Internal Revenue Code, which section permits ordinary loss treatment, when either the holder of Section 1244, stock sells or exchanges such stock at a loss, or when such stock becomes worthless.

IN WITNESS WHEREOF, the parties have hereunto set their hands and seals this 25<sup>th</sup> day of March, 1996.

[Signature]  
Witness #1 (as to both)

[Signature]  
KEITH FERN

[Signature]  
Witness #2 (as to both)

[Signature]  
PATRICIA FERN

STATE OF FLORIDA

COUNTY OF CHARLOTTE

25<sup>th</sup> SWORN TO, subscribed and acknowledged before me this day of March, 1996, by KEITH FERN and PATRICIA FERN, Husband and Wife, who are personally known to me, or who have produced [Signature] as identification.

My commission expires:

[Signature]  
JOHN S. DZURAK, Notary Public  
State of Florida at Large

