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Watson & Osborne, P.A.
Attorneys at Law

KEITH WATSON
LEE B. OSBORNE
MELANIE W. HARRIS
WILLIAM J. JOOS
RODGER J. FRIEDLINE

FILED
JUN -3 PM 12:55
TALLAHASSEE, FLORIDA
6828 JULIAN ROAD
TALLAHASSEE, FLORIDA

May 29, 1996

Secretary of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

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*****70.00 *****70.00

RE: SUNRISE PROPERTIES OF NORTHEAST FLORIDA, INC.

Dear Sir/Madam:

Enclosed please find one original and one copy of Articles of Incorporation for the above-referenced corporation. Also enclosed is our firm trust account check in the amount of \$70.00, payable to the Secretary of State, in payment of the requisite filing fees.

Please acknowledge receipt and filing in your usual manner. If possible, I would appreciate your returning a file-stamped copy to my office in the stamped, self-addressed envelope provided for your convenience.

Thank you for your assistance in this matter.

Sincerely yours,

Irene S. Young
Legal Assistant

6-6-96
TK

/isy

Enclosures

SUITE 290, 3030 HARTLEY ROAD
JACKSONVILLE, FLORIDA 32207
(904) 260-8829
FAX (904) 260-8123

6828 JULIAN ROAD
JACKSONVILLE, FLORIDA 32211
(904) 724-6333
FAX (904) 727-6890

808 PONTE VEDRA PARK DR., SUITE 101
PONTE VEDRA BEACH, FL 32082
(904) 273-7009
FAX (904) 273-6389

SUITE 2, 1800 DUNN AVENUE
JACKSONVILLE, FLORIDA 32218
(904) 787-7830
FAX (904) 787-7827

ARTICLES OF INCORPORATION

FOR

SUNRISE PROPERTIES OF NORTHEAST FLORIDA, INC.

FILED
96 JUN -3 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation is **SUNRISE PROPERTIES OF NORTHEAST FLORIDA, INC.**

ARTICLE TWO

The duration of the corporation is perpetual.

ARTICLE THREE

The general purposes for which the corporation is organized are:

1. To engage in the acquisition, management and sale of real property and activities relating thereto, and to transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than twenty-five (25) persons. Stock will be issued and transferred only to: (1) natural persons, (2) estates, or (3) a trust as described in Title 26, United States Code, Section 1371 defining a qualified "small business corporation". In addition, no stock shall be issued or transferred to a non-resident alien.

ARTICLE FIVE

The aggregate number of shares which the corporation is authorized to issue is one hundred (100). Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) each.

The shares of stock are to be issued as follows:

NAME**SHARES**

Elena A. Hicks

61

Roger P. Hicks, Jr.

49

ARTICLE SIX

The street address of the corporation is 1900 Dalamon Street, Jacksonville, Florida 32211.

ARTICLE SEVEN

The number of directors constituting the initial board of directors of the corporation is two (2).

The name, address and title of each person who is to serve as a member of the initial board of directors

are:

NAME**ADDRESS**

Elena A. Hicks, Director, President
Secretary and Treasurer

1900 Dalamon Street
Jacksonville, FL 32211

Roger P. Hicks, Jr., Director and Vice President

1900 Dalamon Street
Jacksonville, FL 32211

ARTICLE EIGHT

The names and addresses of each incorporator are:

NAME**ADDRESS**

Elena A. Hicks

1900 Dalamon Street
Jacksonville, FL 32211

Roger P. Hicks, Jr.

1900 Dalamon Street
Jacksonville, FL 32211

ARTICLE NINE

This corporation may be dissolved prior to the time fixed in these Articles of Incorporation by a 51% vote of the stockholders then holding voting capital stock at a meeting of the stockholders called for that purpose, in the manner, not inconsistent with Florida law, set forth in the bylaws, if any. In the event of such dissolution, the affairs of the corporation shall be wound up in the manner provided by the Florida General Corporation Act.

Executed by the undersigned at Jacksonville, Florida on this 28th day of

May, 1996.

WITNESSES:

Deborah R. Ray

Jennifer S. Reed

INCORPORATORS:

Elena A. Hicks
ELENA A. HICKS

Roger P. Hicks, Jr.
ROGER P. HICKS, JR.

STATE OF FLORIDA
COUNTY OF DUVAL

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared ELENA A. HICKS and ROGER P. HICKS, JR., to me known to be the persons described in and who executed the foregoing instrument and they acknowledged before me that they executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 28th day of May, 1996.

Deborah R. Ray
Notary Public, State of Florida
My Commission Expires:
SEAL



DEBORAH R. RAY
MY COMMISSION # CC257119 EXPIRES
February 19, 1997
BONDED THROUGH FARM INSURANCE, INC.

INITIAL REGISTERED AGENT OF SUNRISE PROPERTIES OF NORTHEAST FLORIDA, INC.

The address of the initial registered agent of the corporation is 1900 Dalamon Street, Jacksonville, Florida 32211, and the name of its initial registered agent at such address is Elena A. Hicks.

By her signature below, Elena A. Hicks accepts designation as registered agent of Sunrise Properties of Northeast Florida, Inc.

Elena A. Hicks
ELENA A. HICKS

FILED
96 JUN -3 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA