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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

CORPORATION(S) NAME

01723/96-01119-013
*****70.00 *****70.00

Amelia Investment Corp.

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DIVISION OF CORPORATION

Profit Articles

NonProfit

Limited Liability Company

Foreign

Amendment

Dissolution/Withdrawal

Merger

Mark

Limited Partnership

Reinstatement

Limited Liability Partnership

Certified Copy

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Photo Copies

Other

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF
AMELIA INVESTMENT CORP.

FIRST: THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF SECTION 607.0401 IS: AMELIA INVESTMENT CORP.

SECOND: THE STREET ADDRESS OF THE INITIAL PRINCIPAL OFFICE AND THE MAILING ADDRESS OF THE CORPORATION IS: C/O RALPH L. MacDONALD, JR., 9 PAINTED BUNTING, AMELIA ISLAND, FLORIDA 32034.

THIRD: The NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE IS: 100.

FOURTH: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS C/O RALPH L. MacDONALD, JR., 9 PAINTED BUNTING, AMELIA ISLAND, FLORIDA 32034.

FIFTH: THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS TWO, AND THE NAMES AND ADDRESSES OF THE PERSONS WHO ARE TO SERVE AS DIRECTORS UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS OR UNTIL THEIR SUCCESSORS ARE ELECTED AND SHALL QUALIFY ARE:

Ralph L. MacDonald, Jr.
9 Painted Bunting
Amelia Island, FL 32034

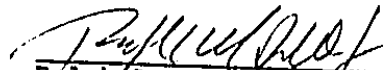
Joseph W. Halliday
c/o Skadden Arps Slate
Meagher & Flom
919 Third Avenue
New York, NY 10022

SEVENTH: THE NAME AND ADDRESS OF EACH INCORPORATOR IS:

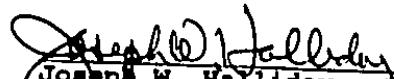
Ralph L. MacDonald, Jr.
9 Painted Bunting
Amelia Island, FL 32034

Joseph W. Halliday
c/o Skadden Arps Slate
Meagher & Flom
919 Third Avenue
New York, NY 10022

THE UNDERSIGNED HAVE EXECUTED THESE ARTICLES OF INCORPORATION
THIS 19th DAY OF JULY, 1996.



Ralph L. MacDonald, Jr.
President and Treasurer



Joseph W. Halliday
Vice President and Secretary

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION 607.0501
(3) F.S.: RALPH L. MacDONALD, JR. IS FAMILIAR WITH AND ACCEPTS THE
OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.



Ralph L. MacDonald, Jr.

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