

796000065982

JOHN KOPELOUSOS
ATTORNEY AT LAW
1070 KINGSLY AVENUE
SUITE 100
ORANGE PARK, FLORIDA 32070

TELEPHONE:
(904) 269-1111
TELECOPIER:
(904) 269-1116

MAILING ADDRESS:
POST OFFICE BOX 559
ZIP 32007-0559

August 2, 1996

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

700001913017
-08/05/96--01056--001
****120.00 ****120.00

Re: Articles of Incorporation
THE PLANTATION AT SUGARLOAF, INC.

Gentlemen:

Enclosed for recording please find the original and one copy
of the Articles of Incorporation for THE PLANTATION AT SUGARLOAF,
INC.

Also enclosed is my check in the amount of \$122.50 to cover
the costs of incorporation. Please provide me with a certified
copy of the articles at your earliest convenience.

Thank you for your assistance in this matter.

Very truly yours,


John Kopelousos

JK/ts

Enclosures

EFFECTIVE DATE

8-2-96

FILED
95 AUG -5 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE PLANTATION AT SUGARLOAF, INC.

FILED
96 AUG -5 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
8-2-96

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

Article 1. Name and Address. The name of the corporation is The Plantation at Sugarloaf, Inc., located at 1279 Kingsley Avenue, Suite 118, Orange Park, Florida, 32073.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Commencement of Corporation Existence. In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgement of these Articles of Incorporation.

Article 4. Purpose. The general purposes for which the Corporation is organized are the following:

- A. To engage in and transfer any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 5. Management of Corporation. The affairs of the Corporation shall be managed by the shareholders.

Article 6. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 7,500 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 7. Stock Transfer Restrictions. Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be

specified by written agreement among the Shareholders, which agreement may expend this Article and which may also include the Corporation as a party.

Article 8. Preemptive Rights. Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to other, that Shareholder's pro rata portion of the following:

- A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or
- B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which it attached or pertinent any warrant or warrants for other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

Article 9. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 1279 Kingsley Avenue, Suite 118, Orange Park, FL 32073, and the name of its initial Registered Agent at that address is John Kopelousos.

Article 10. Incorporators. The name and address of each Incorporator is as follows:

John Kopelousos
1279 Kingsley Avenue
Suite 118
Orange Park, FL 32073

Article 11. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 2nd day of August, 1996.

John Kopeoulos
JOHN KOPELOUSOS

STATE OF FLORIDA
COUNTY OF CLAY

Before me personally appeared, JOHN KOPELOUSOS, to me personally known and known before me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 2nd day of August, 1996.

Theresa S. Sumner
NOTARY PUBLIC, State of Florida

My Commission Expires:

Identification:

Personally Known ✓



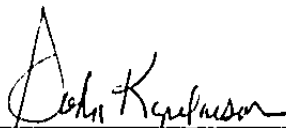
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In pursuant of Chapter 48.091, Florida Statutes, the following
is submitted in compliance with said Act:

First - THE PLANTATION AT SUGARLOAF, INC., with its principal
office as indicated in the Articles of Incorporation at the City of
Orange Park, County of Clay, State of Florida, has named JOHN
KOPELOUSOS, Esquire, located at 1279 Kingsley Avenue, Suite 118,
Orange Park, FL 32067-0562, County of Clay, State of Florida, as
its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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
provisions of said Act relative to keeping open said office.



JOHN KOPELOUSOS

FILED
96 AUG -5 PM 3:10
TALLAHASSEE, FLORIDA
CLERK OF COURT