

1201 HAYS STREET
TAMPA, FL 33602
813-241-8080
001-22-71
004-22-0011

PA6000069194



PREMIER RAIL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 058992 5315A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : August 20, 1996

ORDER TIME : 10:25 AM

ORDER NO. : 058992

CUSTOMER NO: 5315A

CUSTOMER: Albert C. O'Neill, Jr., Esq.
TRENAM KEMKER SCHARF BARKIN
FRYE O'NEILL & MULLIS, P.A.
2700 Barnett Plaza
101 East Kennedy Boulevard
Tampa, FL 33602

DOMESTIC FILING

NAME: WRB PASCO PROPERTIES II, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Clint Fuhrman

EXAMINER'S INITIALS:

8/20/96

FILED
STATE
CLERK OF CIRCUIT COURT
55 AUG 20 PM 1:12

500001027265
-08/20/96-01147-005
444245.00 444122.50

500001027265
-08/20/96-01147-005
444245.00 444122.50

RECEIVED
96 AUG 20 PM 12:13
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
WRB PASCO PROPERTIES II, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 20 PM 1:12

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be: WRB PASCO PROPERTIES II, INC.

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

1414 Swann Avenue, Suite 201
Tampa, Florida 33606

ARTICLE III

Business and Purposes

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

ARTICLE IV

Capital Stock

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 9,000 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE V

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE VI

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at Suite 2700, 101 East Kennedy Boulevard, Tampa, Florida 33602, and the initial registered agent of this corporation at such office shall be Albert C. O'Neill, Jr.. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VII

Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than five (5) members, the exact number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VIII

Initial Board of Directors

The initial Board of Directors of this corporation shall consist of five members, such members to hold office until their successors have been duly elected and qualify. The name and street address of each initial director are:

<u>Name</u>	<u>Address</u>
G. Robert Blanchard, Sr.	1414 Swann Avenue, Suite 201 Tampa, Florida 33606
G. Robert Blanchard, Jr.	1414 Swann Avenue, Suite 201 Tampa, Florida 33606
William Blanchard	1414 Swann Avenue, Suite 201 Tampa, Florida 33606
Malcolm Harris	1414 Swann Avenue, Suite 201 Tampa, Florida 33606
Brightman J. Skinner, Jr.	3805 Henderson Boulevard Tampa, Florida 33629

ARTICLE IX

Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

Name

Address

Albert C. O'Neill, Jr.

2700 Barnett Plaza
101 East Kennedy Boulevard
Tampa, Florida 33602

ARTICLE X

By-Laws

(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any by-law made by them that such by-law shall not be altered, amended or repealed by the Board of Directors.

(b) The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE XI

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.




ALBERT C. O'NEILL, JR.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

96 AUG 20 PM 1:12

The undersigned, Albert C. O'Neill, Jr. having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 19th day of August, 1996.



Albert C. O'Neill, Jr.

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

90-22-0101 FAX

CSC networks
PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 066403 5315A

AUTHORIZATION : Patricia Pizate

COST LIMIT : \$ 35.00

FILED
96 AUG 27 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : August 27, 1996

ORDER TIME : 9:30 AM

ORDER NO. : 066403

CUSTOMER NO: 5315A

CUSTOMER: Albert C. O'Neill, Jr., Esq.
Trenam Kemker Scharf Barkin
2700 Barnett Plaza
101 East Kennedy Boulevard
Tampa, FL 33602

200001933232

DOMESTIC AMENDMENT FILING

NAME: WRB PASCO PROPERTIES II, INC.

EFFECTIVE DATE:

XXX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar
EXAMINER'S INITIALS: _____

RECEIVED
96 AUG 27 AM 11:39
DIVISION OF CORPORATION

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
WRB PASCO PROPERTIES II, INC.

FILED
96 AUG 27 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WRB Pasco Properties II, Inc., a corporation organized and existing under the laws of State of Florida, in order to amend its Articles of Incorporation in accordance with the requirements of Chapter 607, Florida Statutes, does hereby certify as follows:

1. The amendment to the Articles of Incorporation being effected hereby is to delete Article I of the Articles of Incorporation in its entirety and to substitute in its place the following:

ARTICLE I

Name

The name of this corporation shall be Ivory Stag Properties, Inc.

2. The purpose of the amendment is to change the name of the corporation.
3. Because no shares have been issued by the corporation, this amendment to the Articles of Incorporation was approved and adopted on August 23, 1996, by action of the sole incorporator of the corporation without shareholder action. Shareholder action is not required, and the action of the sole incorporator is sufficient for approval of the amendment.
4. This amendment to the Articles of Incorporation shall be effective immediately upon filing by the Secretary of State of the State of Florida, all required taxes and fees having been paid.

IN WITNESS WHEREOF, these Articles of Amendment to the Articles of Incorporation of this corporation has been executed this 23rd day of August, 1996.

WRB PASCO PROPERTIES II, INC.

By: Albert C. O'Neill, Jr.
Albert C. O'Neill, Jr., Sole Incorporator