

P96000070615

SHELL, FLEMING, DAVIS & MENGE

ATTORNEYS AT LAW

PENSACOLA, FLORIDA 32508-1031

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ALSO LICENSED IN NEW YORK

JAN SHACKELFORD
PAUL W. GROOM II
JOHN B. TRAWICK

August 20, 1996

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NINTH FLOOR BIVILLIE TOWER

AIRTEL CODE 904
TELEPHONE 434-2411
FAX 434-1074

FILED
AUG 22 4 13 00
STATE
TALLAHASSEE, FLORIDA

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

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-08/22/96--01029--015
***122.50 ***122.50

RE: SOUTHERN SOCIALS, INC.

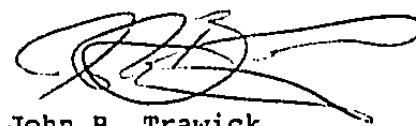
Dear Ladies:

Enclosed please find the original and one copy of the Articles of Incorporation for the above corporation. Please file the original Articles and return a certified copy to the undersigned. Our client's check in the amount of \$122.50 is enclosed. A self-addressed, stamped envelope is also enclosed for your convenience.

Should you have any questions regarding this request, please do not hesitate to contact us. Thank you for your cooperation in this matter.

Very truly yours,

SHELL, FLEMING, DAVIS & MENGE



John B. Trawick

Enclosures

711 AUG 26 1996

**ARTICLES OF INCORPORATION
OF
SOUTHERN SOCIALS, INC.**

FILED
56 AUG 22 AM 10 00
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

ARTICLE I. - NAME

The name of this corporation is Southern Socials, Inc..

ARTICLE II. - PURPOSE

This corporation is organized for the purpose of selling invitations and business incidental or related thereto and for the purpose of transacting any or all other lawful business.

ARTICLE III. - CAPITAL STOCK

This corporation is authorized to issue two (2) shares of One Dollar (\$1.00) par value common stock.

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than 35 persons. Stock will be issued and transferred only to (a) natural persons; (2) estates, or (3) a trust defined in Section 1361 (c)(2)(or its successor section) of the Internal Revenue Code. In addition, no stock shall be issued or transferred to a nonresident alien.

ARTICLE IV. - PREEMPTIVE RIGHTS

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

ARTICLE V. PRINCIPAL OFFICE AND MAILING ADDRESS

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

1541 East Jordan Street
Pensacola, FL 32503

The Board of Directors may change the address from time to time to any other address in the State of Florida.

ARTICLE VI. - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1541 East Jordan Street, Pensacola, Florida, and the name of the initial registered agent of this corporation at that address is Karla D. Trawick.

ARTICLE VII. - INITIAL OFFICERS AND DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Jill Robinson
5341 Pototsi Court
Pensacola, FL 32504

Karla Trawick
1541 East Jordan Street
Pensacola, FL 32503

ARTICLE VIII. - INCORPORATOR

The name and address of the person signing these Articles is:

Karla Trawick
1541 East Jordan Street
Pensacola, FL 32503

ARTICLE IX. - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X. - RESTRICTIONS ON TRANSFER OF STOCK

The corporation, and subject to the priority of the corporation, the remaining stockholders of the corporation, shall have a preference in the purchase of any shares of the capital stock of the corporation, and any attempted sale of such shares of stock in violation of this provision shall be null and void. In case a stockholder, his personal representatives, heirs, devisees, legatees, pledgee, assignee, receiver, trustee in bankruptcy or any other person holding under or in privity with any stockholder, desires to sell his shares of stock, he shall file notice in writing of such intention with the Secretary of the corporation, stating the price and terms upon which he desires to sell such stock, and unless the terms of such offer are accepted by the corporation within ten (10) days, it shall be deemed to have waived its privilege of purchasing. In the event that the corporation is legally unable to purchase such stock or otherwise waives its privilege of purchasing, the Secretary of the corporation shall mail a written notice to all of the remaining stockholders, by certified mail, return receipt requested, advising them of the terms of such offer, and unless the terms of such offer are accepted by any or all of the other stockholders within ten (10) days from the date of mailing such notice, they shall be deemed to have waived their privilege of purchasing, and the stockholders or

the person in privity with him desiring to sell shall be at liberty to effect a sale upon the terms of such offer. No stockholder who has given notice pursuant to this article, may thereafter sell such stock for a price or upon terms different than the offer contained in such notice, without again complying with the notice requirements of this article. Neither the corporation, nor the remaining stockholders (collectively), may exercise their privilege or purchasing as to any shares of stock less than the total number of shares involved in such offer.


ARTICLE XI. - INDEMNIFICATION

The corporation shall indemnify any officer or directors, or any former officer or director, to the full extent permitted by law.

ARTICLE XII. - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20 day of August, 1996.


Karla D. Trawick, as President

STATE OF FLORIDA
COUNTY OF ESCAMBIA

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Karla D. Trawick, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 20 day of August, 1996.



BRIDGETTE S. STUBBS
COMMISSION # CC 340715
EXPIRES FEB 22, 1998
BONDED THRU
ATLANTIC BONDING CO., INC

Bridgette S. Stubbs

Notary Public

My commission expires: 2/22/98

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Southern Socials, Inc. at the place designated in the Articles of Incorporation, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping such office open.

DATE: 8/20/96

Karla D. Trawick
Karla D. Trawick
FILED
96 FEB 22 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96 0005 706 15

SHELL, FLEMING, DAVIS & MENGE
ATTORNEYS AT LAW
PENSACOLA, FLORIDA 32508-1831

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DANNY L. KIPNER
WARD FLEMING CIVIL TRIAL LAWYER
CHARLES L. HOPKIN, JR.
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MAURICE DUCINAN
WARD FLEMING CRIMINAL TRIAL LAWYER
ALBERT DUCINAN IN NEW YORK
JAN BRACKELFORD
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POST OFFICE BOX 1831
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NINTH FLOOR SEVILLI TOWER
AIRMAIL CODE 904
TELEPHONE 434-2411
FAX # 435-1074

August 29, 1996

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

RE: Southern Socials, Inc.
P96000070615

600001937886
-09/04/96--01045--006
*****35.00 *****35.00

Dear Sir/Madam:

Enclosed please find the Articles Of Amendment of the above corporation we would appreciate your filing in the above matter. Enclosed is our firm's check in the amount of \$35.00 filing fee.

Thank you for your assistance.

Very truly yours,

SHELL, FLEMING, DAVIS & MENGE



JOHN B. TRAWICK

JBT:mjk

Enclosures

95 AUG 30 AM 10:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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**ARTICLES OF AMENDMENT
OF
SOUTHERN SOCIALS, INC.**

RECEIVED
TALLAHASSEE
AUG 30 AM 10:32
STATE
CORPORATE

This corporation adopts the following articles of amendment to its articles of incorporation:

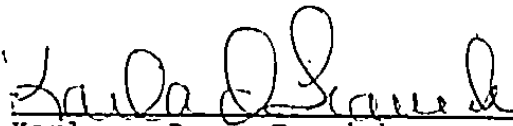
ARTICLE III. - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of One Dollar (\$1.00) par value common stock.

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than 35 persons. Stock will be issued and transferred only to (a) natural persons; (2) estates, or (3) a trust defined in Section 1361 (c)(2)(or its successor section) of the Internal Revenue Code. In addition, no stock shall be issued or transferred to a nonresident alien.

The date of this Amendment's adoption is the 29 day of August, 1996. This Amendment was adopted by the incorporators of this corporation without shareholder actions and shareholder action was not required since no shares have yet been issued.

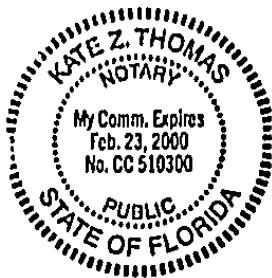
Signed this 29 day of August, 1996.


Karla D. Trawick, as
Incorporator

STATE OF FLORIDA
COUNTY OF ESCAMBIA

BEFORE ME, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared Karla D. Trawick, known to me and known by me to be the person who executed the foregoing Articles of Amendment to Articles of Incorporation, and she acknowledged before me that she executed those Articles of Amendment.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 29th day of August, 1996.



Kate Z. Thomas
Notary Public
My commission expires: 02-23-00