

P96000071413

1201 HAYS STREET  
TALLAHASSEE, FL 32309-2607  
TAL-2607  
TAL-2607

800-342-0086

RECEIVED

96 AUG 27 PM 1:40

DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 066930 9964A

AUTHORIZATION :

Patricia P.

COST LIMIT : \$122.50

ORDER DATE : August 27, 1996

ORDER TIME : 11:54 AM

ORDER NO. : 066930

CUSTOMER NO: 9964A

80000193698

CUSTOMER: Ronda M. Parris, Legal Asst  
SHUMAKER LOOP & KENDRICK

Barnet Plaza, Suite 2800  
101 East Kennedy Boulevard  
Tampa, FL 33602

DOMESTIC FILING

NAME: O'HAGAN'S USA, 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: Juan E Jones

EXAMINER'S INITIALS:

8/28/96

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 AUG 27 11:10:12

EFFECTIVE DATE

8/26/94

ARTICLES OF INCORPORATION

OF

O'HAGAN'S USA, INC.

FILED  
SECRETARY OF STATE  
INCORPORATIONS

95 AUG 27 11:10:12

ARTICLE I. NAME

The name of this corporation is O'HAGAN'S USA, INC. (the "Corporation").

ARTICLE II. PRINCIPAL OFFICE

The address of the principal office of the Corporation is Saxon Properties, Saxon House, 2180 West First Street, Fort Myers, Florida 33901.

ARTICLE III. DURATION

This Corporation shall have perpetual existence commencing on the date of execution and acknowledgement of these Articles.

ARTICLE IV. PURPOSE

This Corporation is organized to include the transaction of any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes 1995 as presently enacted and as it may be amended from time to time.

ARTICLE V. CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of Common Stock, par value \$1.00, each (hereafter called "Common Stock").

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent and the street address of the initial registered office of this Corporation is:

NAME

BRUCE H. GORDON

ADDRESS

Shumaker, Loop & Kendrick  
101 E. Kennedy Blvd., #2800  
Tampa, Florida 33602

ARTICLES OF INCORPORATION OF  
O'HAGAN'S USA, INC.  
Page 2

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This Corporation shall have TWO (2) director initially. The number of directors may be changed from time to time as provided for by the Bylaws.

The name and address of the initial directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
BASIL O'HAGAN	c/o Saxon Properties Saxon House 2180 West First Street Fort Myers, Florida 39901
IAN SWINDALE	c/o Morant & Company Grenville Street St. Helier JE48PX Jersey Channel Islands

ARTICLE VIII. INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
Bruce H. Gordon	Shumaker, Loop & Kendrick 101 E. Kennedy Blvd., #2800 Tampa, Florida 33602

ARTICLE IX. INDEMNIFICATION

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

ARTICLE X. AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any

ARTICLES OF INCORPORATION OF  
O'HAGAN'S USA, INC.  
Page 3

amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

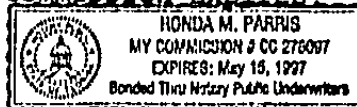
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 26th day of August, 1996.

  
BRUCE H. GORDON, Incorporator

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 26th day of August, 1996, by BRUCE H. GORDON, who is personally known to me.

  
NOTARY PUBLIC  
My Commission Expires:



bhg\ohagan\articles.1

ARTICLES OF INCORPORATION OF  
O'HAGAN'S USA, INC.  
Page 4

FILED  
CLERK OF STATE  
NOTICES  
56 AUG 27 1110:12

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


The following is submitted in compliance with Section 607.0505  
of the Florida Statutes.

O'HAGAN'S USA, INC., desiring to organize under the laws of  
the State of Florida with its registered office, as indicated in  
the Articles of Incorporation at the City of Tampa, County of  
Hillsborough, State of Florida, has named **BRUCE H. GORDON**, located  
at 101 East Kennedy Boulevard, Suite 2800, Tampa, Florida 33602,  
as its agent to accept service of process within this State.

**ACCEPTANCE:**

Having been named to accept service of process for the above-  
named Corporation, at the place designated in this certificate, I  
hereby accept the appointment to act in this capacity and agree to  
comply with Florida law relative to keeping said office open.

DATED: August 26, 1996

  
\_\_\_\_\_  
BRUCE H. GORDON  
Registered Agent

P96000071413

SHUMAKER, LOOP & KENDRICK

ATTORNEYS AT LAW

BAHNETT PLAZA - SUITE 2800

101 EAST KENNEDY BOULEVARD

TAMPA, FLORIDA 33602

(813) 229-7800

FAX (813) 229-1660

MAILING ADDRESS

POST OFFICE BOX 172809

TAMPA, FLORIDA 33672-0809

October 30, 1996

TOLEDO OFFICE

NORTH COURTHOUSE SQUARE

1000 JACKSON

TOLEDO, OHIO 43624-1873

(419) 241-9000

FAX (419) 241-8804

CHARLOTTE OFFICE

227 WEST TRADE STREET

SUITE 2150

CHARLOTTE, NORTH CAROLINA 28202

(704) 378-0057

FAX (704) 332-1197

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Articles of Amendment to Articles of Incorporation of  
O'Hagan's USA, Inc.  
Charter No. P96000071413  
Our File No.

700002055837--8  
-01/13/97-01067--022  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Dear Sir or Madam:

Please find enclosed Articles of Amendment to Articles of Incorporation for the above-captioned corporation. The Articles of Amendment are amending the corporation's name to O'HAGAN'S USA OF FLORIDA, INC. Enclosed is our firm check in the amount of \$87.50 to cover the filing fee and one certified copy of the Articles of Amendment.

Please forward the certified copy to this office.

If you have any questions, please communicate with

Very truly yours,

*BH Gordon*  
Bruce H. Gordon

BHG/rmp  
Enclosure

*Corporate  
Filer*

*0789, 0026,  
00671*

700002055837--8  
-01/13/97-01067--022  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

FILED  
97 FEB 18 PM 1:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
**Secretary of State**

January 24, 1997

**BRUCE H. GORDON**  
**SHUMAKER, LOOP & KENDRICK**  
**P.O. BOX 172609**  
**TAMPA, FL 33672-0609**

**SUBJECT: O'HAGAN'S USA, INC.**  
**Ref. Number: P96000071413**

We have received your document for O'HAGAN'S USA, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The notary public's acknowledgement is incomplete. The seal, signature, and expiration date must be affixed. A notary public cannot notarize his own signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt  
Corporate Specialist

Letter Number: 097A00003679

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION  
OF O'HAGAN'S USA, INC.

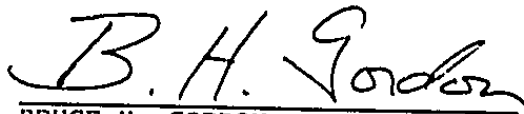
1. Article I of the Articles of Incorporation of O'HAGAN'S USA, INC. is amended to read as follows:

ARTICLE I. NAME

The name of the corporation is O'HAGAN'S USA OF FLORIDA, INC.


2. The foregoing Amendment was adopted by the Incorporator of this Corporation without Shareholder action on October 30, 1996.

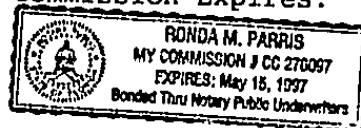
IN WITNESS WHEREOF, the undersigned Incorporator of this Corporation has executed these Articles of Amendment to Articles of Incorporation on the 30th day of October, 1996.

  
BRUCE H. GORDON, Incorporator

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 30th day of October, 1996, by BRUCE H. GORDON, as Incorporator, who is personally known to me.

  
NOTARY PUBLIC  
Print: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_



FILED  
97 FEB 18 PM 1:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA