

P96000073534

KORN, ZEHMER & GELLATLY, P.A.  
ATTORNEYS AT LAW  
JACKSONVILLE, FLORIDA

PLEASE REPLY TO:  
POST OFFICE BOX 660700  
JACKSONVILLE, FLORIDA 32266-0700  
TELEFAX (904) 200-0384

SUITE 200, BOUTHPOINT BUILDING  
8020 BOUTHPOINT DRIVE, BOUTH  
JACKSONVILLE, FLORIDA 32210  
TELEPHONE (904) 200-2111

August 30, 1996

**VIA FEDERAL EXPRESS 1326356743**

Secretary of State  
Corporate Division  
409 East Gaines Street  
Tallahassee, Florida 32301

Re: MUD, Inc.

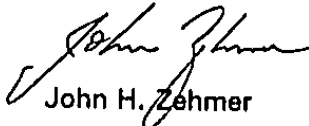
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-09/04/96--01039--008  
\*\*\*\*122.50 \*\*\*\*122.50

Ladies and Gentlemen:

Enclosed is an original and one copy of articles of incorporation and registered agent designation for the above-named corporation. Also, a check in the sum of \$122.50 is enclosed which represents the following fees: \$35.00 fee to file the articles of incorporation; \$35.00 fee to file the registered agent designation; and \$52.50 for a certified copy of the foregoing.

Please file the enclosed originals and return certified copies to the undersigned in the enclosed, self-addressed stamped envelope. Your prompt attention to this matter is greatly appreciated.

Sincerely yours,

  
John H. Zehmer

Enclosures  
MUDL8.30

SEP 5 1996

FILED  
96 SEP -3 PM 12:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
BSB

**ARTICLES OF INCORPORATION  
OF**

**MUD, INC.**

**ARTICLE I**

The name of this corporation is: MUD, Inc. The principal office of the corporation is located at 87 Players Club Villas, Ponte Vedra Beach, Florida 32082.

**ARTICLE II**

This corporation is organized for the purpose of transacting any or all lawful business permitted under the Laws of the United States and of the State of Florida.

**ARTICLE III**

The total number of authorized shares of the capital stock of this corporation is ten thousand (10,000) shares, of a single class of voting common stock, all of which shall have a par value of Ten Cents (\$.10) each. Each issued and outstanding share of common stock shall be entitled to one vote.

**ARTICLE IV**

This corporation shall have perpetual existence. The existence of this corporation shall begin as of the date of the filing of these articles.

**ARTICLE V**

The number of directors that the corporation shall have shall be not less than one (1) but may be such greater number as may be elected by the shareholders from time to time in accordance with the Bylaws of the corporation. Initially, there shall be one (1) director.

**ARTICLE VI**

The name and post office address of the first director of the corporation, who shall hold office for the first year of existence of the corporation or until her successor is elected or appointed and has qualified is:

**FILED**  
96 SEP -3 PM 12:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Names

Post Office Address

Juli Grummert

341 East 76th Street, Apt. 2RW  
New York, New York 10021

**ARTICLE VII**

The name and post office address of the incorporator of this corporation is as follows:

Name

Post Office Address

Juli Grummert

341 East 76th Street, Apt. 2RW  
New York, New York 10021

**ARTICLE VIII**

The street address of the initial registered office of this corporation is 6620 South Point Drive South, Suite 200., Jacksonville, Florida 32216, and the name of the initial registered agent of this corporation at that address is John H. Zehmer.

**ARTICLE IX**

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

THE UNDERSIGNED, being the original incorporator hereinafter named for the purpose of forming a corporation to do business both within and without the State of Florida, to make, subscribe, acknowledge, and file these Articles, hereby declares and certifies that the facts herein stated are true and accordingly have hereunto set my hand and seal this 30th day of August, 1996.

Signed, sealed and delivered  
in the presence of:

Tim Doherty

Ann Easter

Juli Grummert

STATE OF FLORIDA     )  
                                      )  
COUNTY OF DUVAL     )

BE IT REMEMBERED that on this 30th day of August 1996, personally came before me, Juli Grummert, who (✓) produced FLA. Lic. 67656-421-72-77 as identification or ( ) is personally known to me, and who is the incorporator of the foregoing Articles of Incorporation and acknowledged that she signed said Articles in her act and deed on behalf of MUD, Inc., and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and here aforesaid.

*Dona M. Prall*  
Print Name: DONA M. PRALL  
Notary Public, State of Florida at Large  
My Commission Expires:  
My Commission No.:



DONA M PRALL  
My Commission OC380000  
Expires Aug. 17, 1998  
Bonded by NFNU  
800-224-6366

**CERTIFICATE NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

**FILED**  
96 SEP -3 PM 12:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

That MUD, Inc., a corporation duly organized and existing under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at the City of Jacksonville, County of Duval, State of Florida, has named John H. Zehmer, 6620 Southpoint Drive, South, Suite 200, Jacksonville, Florida 32216, as its agent to accept service of process within this state.

8/30/96

Date

John H. Zehmer

**ACCEPTANCE**

Having been named to accept service of process from 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 the Florida Statutes relative to keeping open said office.

8/30/96

Date

John H. Zehmer  
**JOHN H. ZEHMER**

MUD.A01