

# CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
TOLL FREE No. 1-800-342-8062  
FAX (904) 222-1222

NAME \_\_\_\_\_  
FIRM \_\_\_\_\_  
ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

EFFECTIVE DATE  
SEP 25 1996

REQUEST TAKEN CONFIRMED APPROVED  
DATE 7/25  
TIME \_\_\_\_\_ CK No. \_\_\_\_\_  
BY \_\_\_\_\_

WALK-IN Will Pick Up 7.00 AK

RE: Land Ho Enterprises, Inc.

	C.O. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> ( ) Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> O U S-		
<input type="checkbox"/> Fictitious Name File		
Name Reservation	200001957392	
Annual Report/Reinstatement	-09/26/96--01009-019	
Reg. Agent Service	***122.50	***122.50
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ( )		
Top Priority		
Express Mail Prep.		
FAX ( )	pgs.	

## SUBTOTALS

FEE.....  
DISBURSED.....  
SURCHARGE.....  
TAX on corporate supplies.....  
SUBTOTAL.....  
PREPAID.....  
BALANCE DUE.....

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 18% per Annum.

THANK YOU  
from  
Your Capital Connection

EFFECTIVE DATE  
SEP 25 1996

ARTICLES OF INCORPORATION  
OF  
LAND HO ENTERPRISES, INC.

FILED  
96 SEP 26 PM 12:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation is Land Ho Enterprises, Inc.

ARTICLE II: PRINCIPAL OFFICE OR MAILING ADDRESS

The principal office of the corporation is 250 Yacht Club Dr., North, St. Augustine, Florida 32095. The mailing address of the corporation is Post Office Box 1863, Ponte Vedra Beach, Florida 32004.

ARTICLE III: CAPITAL STOCK

(a) Authorized Shares. The total number of shares that may be issued by the corporation is 100,000, all of which shall be of the same class, shall be of the par value of \$.10 per share, and shall be designated common stock.

(b) Capital Stock. The capital of the corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

(c) Corporate Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the corporation.

(d) Voting. Each share of common stock shall have equal and full voting powers and rights, and the holders of record thereof shall be entitled to one vote for each share so held. At all meetings of shareholders a majority in number of shares entitled to vote at such meetings, present either in person or represented by proxy, shall constitute a quorum.

(e) Preemptive Rights. Shareholders shall have no preemptive rights.

(f) Cumulative Voting. Cumulative voting shall not be permitted.

(g) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

#### ARTICLE IV: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1 Independent Drive, Suite 2600, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is John S. Ball.

#### ARTICLE V: INCORPORATOR

The name and street address of the incorporator of this corporation are:

John S. Ball  
1 Independent Drive, Suite 2600  
Jacksonville, Florida 32202

#### ARTICLE VI: DIRECTORS

(a) Number. The corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by bylaws adopted by the shareholders.

(b) Initial Board of Directors. The names and addresses of the initial board of directors until the first annual meeting of the shareholders, are as follows:

Warren E. Rauhofer	P.O. Box 1863 Ponte Vedra Beach, FL 32004
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Abigail W. Rauhofer	P.O. Box 1863 Ponte Vedra Beach, FL 32004
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(c) Compensation. The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

(d) Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

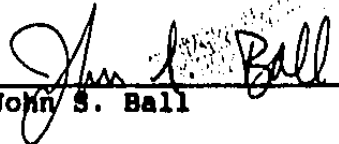
#### ARTICLE VII: BYLAWS

The initial Bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

#### ARTICLE VIII: DURATION

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) business days thereafter, corporate existence shall commence upon filing by the Department of State.

IN WITNESS WHEREOF, I have made, signed and hereby acknowledge these Articles of Incorporation this 25<sup>th</sup> day of September, 1996.

  
\_\_\_\_\_  
John S. Ball

d/68229

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

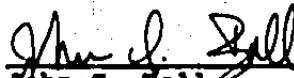
FILED  
96 SEP 26 PM 12:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

First--That Land Ho Enterprises, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Certificate of Incorporation, at City of St. Augustine, County of St. Johns, State of Florida, has named John S. Ball, located at 1 Independent Drive, Suite 2600, City of Jacksonville, County of Duval, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT: (MUST BE DESIGNATED AGENT)**

Having been named to accept service of process for the above-stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
\_\_\_\_\_  
John S. Ball  
(Resident Agent)

P96 000079930

FISHER, TOUSEY, LEAS & LAW  
ATTORNEYS AT LAW  
INDEPENDENT SUITE 300  
JACKSONVILLE, FLORIDA 32202

TELEPHONE 19041 355-2800 FAX 19041 355-0233

SUITE 180 A  
4 SAWORASS VILLAGE  
PONTE VEDRA BEACH, FLORIDA 32082  
19041 225-2801

JOHN S. BALL  
CVA L. DANCHER  
ROBERT A. DAWKINS  
MICHAEL W. FISHER  
BEVERLY H. FURTICK  
JENNIFER H. JUNKER  
JOHN E. LAWLOR, III  
MICHAEL R. LEAS  
MARY A. ROBISON  
CLAY B. TOUSEY, JR.

PLEASE REPLY TO  
JACKSONVILLE OFFICE

October 14, 1996

Via Fax Transmittal 904/487-6013  
Mr. Steve Harris  
Office of the Florida  
Department of State

Re: Land Ho Enterprises, Inc.

Dear Mr. Harris:

Pursuant to our conversation on the 10th, I am writing to change the mailing address of this corporation. For convenient reference, I am also faxing the first page of the articles, which were filed on September 26, 1996. The mailing address for this corporation should be P.O. Box 1683, Ponte Vedra Beach, FL 32004.

Thank you very much for your assistance in this regard. It is my understanding that you will send me a print out to confirm that the change has been made. Should there be any questions, of course please call me.

Sincerely,

*J. S. Ball*  
John S. Ball

JSB/rsq  
Enclosure  
cc: Mr. Warren Rauhofer

SH 10/15

Sent 11/04/96 11:21 AM

TO: MICHAEL T. TOUSEY JR.

0043550233

11/04/96 11:21 AM

Job 101

Page 2/4

**FISHER, TOUSEY, LEAS & BALL**

ATTORNEYS AT LAW

1 INDEPENDENT DRIVE, SUITE 2400

JACKSONVILLE, FLORIDA 32202

TELEPHONE (904) 388-2400 FAX (904) 388-0233

SUITE 180 A

4 SAWDUST VILLAGE

PONTE VEDRA BEACH, FLORIDA 32082

(904) 388-2401

JOHN S. BALL  
EVA L. DANKEH  
ROBERT A. DAWKINS  
MICHAEL W. FISHER  
BEVERLY H. FURTICK  
JENNIFER R. JUNKER  
JOHN E. LAWLOR, III  
MICHAEL R. LEAS  
MARY A. ROBINSON  
CLAY B. TOUSEY, JR.

PLEASE REPLY TO:  
JACKSONVILLE OFFICE

November 4, 1996

**VIA FACSIMILE (904) 487-6011**

Teresa Brown, Corporate Specialist  
New Filing Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Land Ho Enterprises, Inc.  
Document No.: P96000079930

Dear Ms. Brown:

Please find enclosed a copy of your letter of September 26, 1996, together with a copy of the Secretary of State's certificate for Land Ho Enterprises, Inc. I am writing to request the street address of the corporation, as well as the directors' addresses, be changed to 252 Yacht Club Drive North, St. Augustine, Florida 32095.

If you have any questions, please call. Otherwise, I would appreciate a printout of the corporate detail record screen, once this change has been made.

Sincerely,

*Deborah F. Sherrill*

Deborah F. Sherrill, CLA  
Certified Legal Assistant

Enclosures

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AB 11/4

9043550233

11-04-96 03:24PM 002 #45

R-95X