

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

800-342-8086

P96000102970

CSC networks

PRESTIGE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 198726 1299A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 23, 1996

ORDER TIME : 10:20 AM

ORDER NO. : 198726-005

CUSTOMER NO: 1299A

CUSTOMER: Harry B. Stackhouse, Esq
CLARK PARTINGTON HART LARRY
BOND STACKHOUSE & STONE
P. O. Box 13010

Pensacola, FL 32591-3010

DOMESTIC FILING

NAME: OLD RIVER HOLDINGS, 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: Deborah Schroder

EXAMINER'S INITIALS:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12-23-96
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**ARTICLES OF INCORPORATION
OF
OLD RIVER HOLDINGS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, PETER BENSON, a natural person competent to contract, hereby presents these Articles of Incorporation for the formation of a corporation under the provisions of Chapter 607, Florida Statutes.

ARTICLE I - NAME

The name of this corporation is OLD RIVER HOLDINGS, INC.

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of the corporation is 4300 Bayou Boulevard, Suite 36, Pensacola, Florida 32503.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of \$1.00 par value common stock.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - RESTRICTIONS ON TRANSFER OF STOCK

Unless waived by written agreement among this corporation and its shareholders, shares held by persons receiving shares in the initial issue of stock in this corporation may not be resold to other person.. unless such shares are first offered to this

corporation, and, if not so purchased, then to the other shareholders at the price and terms identical to the proposed sale to a third person. The restrictions contained in this Article VI may be modified by a separate written agreement among the corporation and the shareholders receiving shares in the initial issuance of stock of the corporation.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation shall be 4300 Bayou Boulevard, Suite 36, Pensacola, Florida 32503, and the name of the initial registered agent of this corporation at that address is Peter Benson.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws of the corporation, but shall never be less than one (1). The name and address of the initial director of this corporation are:

Peter Benson
4300 Bayou Boulevard
Suite 36
Pensacola, FL 32503

ARTICLE IX - INCORPORATOR

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

Peter Benson
4300 Bayou Boulevard
Suite 36
Pensacola, FL 32503

ARTICLE X - COMMENCEMENT OF CORPORATE EXISTENCE

The date for commencement of this corporation's existence shall be the date these Articles of Incorporation are filed with the Secretary of State of Florida.

ARTICLE XI - 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 incorporator has executed these Articles of Incorporation on the 16th day of October, 1996.

INCORPORATOR:



PETER BENSON

REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of OLD RIVER HOLDINGS, INC. Further, I am familiar with and accept the duties and obligations of such designation.



PETER BENSON

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