

P97000014186



ACCOUNT NO. : 072100000032

REFERENCE : 259040 7109732

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 13, 1997

ORDER TIME : 9:42 AM

ORDER NO. : 259040-005

CUSTOMER NO: 7109732

CUSTOMER: Ms. Melisa C. Swart
SCOTT F. BARNETT, ESQ

Suite 205
238 East Davis Boulevard
Tampa, FL 33606-3756

FILED
97 FEB 13 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-02/13/97--01047--012
****122.50 ****122.50

DOMESTIC FILING

NAME: SOUTHERN GRACE GP, INC.

EFFECTIVE DATE: FILE FIRST

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:

RECEIVED
97 FEB 13 AM 10:39
DEPARTMENT OF CORPORATION

VR
2.13.97

**ARTICLES OF INCORPORATION
OF
SOUTHERN GRACE GP, INC.**

FILED
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TALLAHASSEE, FLORIDA

**ARTICLE I
NAME OF CORPORATION**

The name of this Corporation is:
SOUTHERN GRACE GP, INC.

**ARTICLE II
DURATION OF CORPORATE EXISTENCE**

The duration of the Corporation shall be perpetual.

**ARTICLE III
PURPOSE OF CORPORATE**

The Corporation is formed for the purpose of operating and transacting any and all lawful business.

**ARTICLE IV
CAPITAL STOCK**

This Corporation is authorized to issue 7,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares". Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

**ARTICLE V
PRINCIPAL OFFICE**

The principal office or mailing address of the Corporation is:

706 EAST BRANDON BOULEVARD
BRANDON, FLORIDA 33511

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

- A.** The street address of the initial registered office of this Corporation is:

238 EAST DAVIS BOULEVARD, SUITE 205
TAMPA, FLORIDA 33606-3756

- B.** The name of the initial Registered Agent of this Corporation at such address is:

SCOTT F. BARNETT, J.D. LL.M.

ARTICLE VII
INCORPORATOR

- A.** The name of the person signing these Articles is:

SCOTT F. BARNETT, J.D. LL.M.

- B.** The address of the person signing these Articles of Incorporation is:

238 EAST DAVIS BOULEVARD, SUITE 205
TAMPA, FLORIDA 33606-3756

ARTICLE VIII
BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders. Every Amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholder's meeting by a majority of the stock entitled to vote thereon, unless all Directors and all the Shareholders stock sign a written statement manifesting their intention that a certain Amendment of these Articles of Incorporation be made.

ARTICLE IX
REMOVAL OF DIRECTORS

A majority interest of the Shareholders of the stock of this Corporation shall be entitled to remove any Director from office with or without cause during his term.

ARTICLE X
INTERESTED DIRECTORS CONTRACTS

No contract or other transaction between the Corporation and one or more of its Directors or any other Corporation, firm, association, or entity in which one or more of its Directors or officers are financially interested shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or their votes are counted for such purposes, if:

A. The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

B. The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

C. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the board, a committee, or the Shareholders.

ARTICLE XI
EXTRAORDINARY ACTION

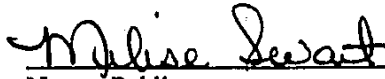
The affirmative vote of fifty-one percent (51%) of the common stock of the Corporation represented at a meeting at which a quorum is present, shall be required to amend these articles so as to increase or decrease the authorized number of, or change the designations, preferences, qualifications, limitations, restrictions, or special or relative rights of any of the various classes of shares; or to merge or consolidate the Corporation with or into any other Corporation or sell, lease, or convey all or substantially all of the assets of the Corporation, or voluntarily to dissolve, liquidate, or wind up its affairs.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12 day of February, 1997.


SCOTT F. BARNETT, J.D. LL.M.

STATE OF FLORIDA)
)
COUNTY OF HILLSBOROUGH)

THE FOREGOING INSTRUMENT was acknowledged before me this 12th day of February, 1997 by SCOTT F. BARNETT, J.D. LL.M., who ☒ is personally known to me or _____ has produced _____ as identification and did not take an oath. [Notary, check appropriate blank; and, if obtaining identification, fill in appropriate identification number.]


Notary Public

Melisa Swart
(Printed Name of Notary)

My Commission Expires:

CC593272
(Serial Number, if any)



ACKNOWLEDGMENT OF RESIDENT AGENT

Having been named to accept service of process for SOUTHERN GRACE GP, INC. at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Section 48.04, Florida Statutes, relative to keeping open said office.



SCOTT F. BARNETT, J.D. LL.M.

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