

CR2E031(19:



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 31, 1997

TRISH CLARK ASSOCIATES, INC.  
14823 NORTH DALE MABRY HIGHWAY  
TAMPA, FL 33618

SUBJECT: TRISH CLARK ASSOCIATES, INC.  
Ref. Number: W97000007358

We have received your document for TRISH CLARK ASSOCIATES, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

The registered agent must sign accepting the designation.

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) 487-6925.

Brenda Baker  
Corporate Specialist

Letter Number: 997A00016044

ARTICLES OF INCORPORATION

OF

TRISH CLARK ASSOCIATES, INC.

FILED

97 APR 10 AM 9:49

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE 1 - NAME

The Name of the corporation shall be: **TRISH CLARK ASSOCIATES, INC.**

ARTICLE 2 - DURATION

This corporation shall exist in perpetuity.

ARTICLE 3 - PURPOSE

General nature of the business and the object and purposes proposed to be transacted and carried on, are to do any and all of the things mentioned herein, as fully and to the same extent as natural personas might or cud, viz: Engage in any business or activity permitted under the laws of the United States and the State of Florida, including but not limited to the following:

- a) To take, acquire, buy, hold, own, maintain, work develop, sell, convey, lease, mortgage, exchange, improve and otherwise invest in and dispose of real estate and real property or any interest or rights therein without limit as to the amount; to do all things and engage in all activities necessary and proper or incidental to the business of investing in and developing real estate.
- b) To sell at wholesale and retail and to deal in any manner whatsoever in all types and descriptions of property; to do all things and engage in all activities necessary and proper incidental to the business of investing in and developing real estate.
- c) To conduct and carry on the business of builders and contractors for the purpose of building, erecting, altering, repairing or doing any other work in connection with any and all classes of building and improvements of any kind and nature, whatsoever, including the building, rebuilding, alteration, repairing or improvement of houses, factories, buildings, works or erections of every kind and description whatsoever, including the location, laying out and constructing of roads, avenues, docks, slips, severs, bridges, wells, walls, canals, railroads or street railways, power plants and generally in all classes of building erections and works, both public and private, or integral parts thereof, and generally to do and perform any and all works as builders and contractors, and with that end in view to solicit, obtain, make, perform and carry out contracts covering the building and contracting business and the work connected therewith.
- d) To manufacture, buy, sell, trade, and deal in all and every kind of material product, manufactured and unmanufactured, iron, steel, wood, brick, cement, granite, stone and other products and materials, including the quarrying of stone, to buy, acquire, hold, use, employ, mortgage, convey, lease, and dispose of patent rights, letter,

patent processes, devices, inventions, trademarks, formulas, goodwill, and other rights; to advances from time to time on bonds secured by mortgage for future advances on real estate, but nothing herein set forth shall give or be construed to give said corporation any banking powers.

- e) To purchase, take and lease, or in exchange, hire or otherwise acquire any real or personal property, rights or privileges suitable or convenient for any of the purposes of this business, and to purchase, acquire, erect and construct, make improvement of building or machinery, stores or works, insofar as the same may be appurtenant to or useful for the conduct of the business as above specified, but only to the extent to which the company may be authorized by the statutes under which it is organized.
- f) To borrow or raise money for any purpose of the company, and to secure the same and interest, or for any other purpose, to mortgage all or any part of the property corporeal or incorporeal rights or franchises of this company now owned or hereafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages, bills of exchange, promissory notes or other obligations or negotiable instruments.
- g) To buy, sell, and generally trade in store, carry and transport all kinds of goods, wares, merchandise, provisions and supplies.

#### ARTICLE 4 - CAPITAL STOCK

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

#### ARTICLE 5 - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares ) at the price at which it is offered to others.

#### ARTICLE 6 - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is <sup>14823</sup>~~14391~~ N. Dale Mabry Highway, Tampa, Florida 33618 and the name of the initial registered agent of this corporation at that address is Patricia D. Clark.

#### ARTICLE 7 - 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 but shall never be less than one (1). The name and address of the initial director(s) of the corporation are:

Patricia D. Clark  
14823 ~~XX14391~~ N. Dale Mabry Highway  
Tampa, Florida 33618

#### ARTICLE 8 - INCORPORATOR

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

Patricia D. Clark  
14823 ~~14391~~ N. Dale Mabry Highway  
Tampa, Florida 33618

#### ARTICLE 9 - AMOUNT OF CAPITAL

The amount of capital with which this corporation will begin business will not be less than five hundred dollars (\$500.00).

#### ARTICLE 10 - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

#### ARTICLE 11 - CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at the time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

#### ARTICLE 12 - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

#### ARTICLE 13 - INDEMNIFICATION

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

#### ARTICLE 14 - AMENDMENT

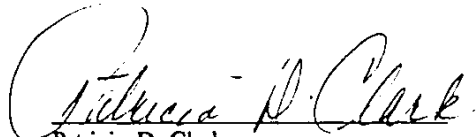
This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE 15 - PRINCIPAL PLACE OF BUSINESS OF CORPORATION

The principal place of business of the corporation is as follows:

Trish Clark Associates, Inc.  
14823 ~~14394~~ N. Dale Mabry Highway  
Tampa, Florida 33618

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation on this 29<sup>th</sup> day of January, 1997.

  
Patricia D. Clark  
Subscriber

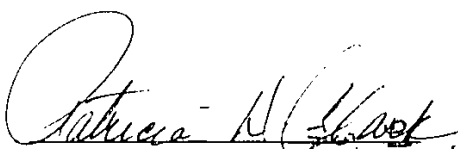
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.**

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

First - TRISH CLARK ASSOCIATES, INC. desiring to organize under the laws of the State of  
Florida with its principal office, as indicated in the articles of incorporation in the County of  
Hillsboro, City of Tampa, State of Florida has named Patricia D. Clark, located <sup>14823</sup> ~~14824~~ N. Dale  
Mabry Highway, Tampa, Florida 33618 as its agent to accept services of process within this  
state.

**ACKNOWLEDGMENT.** (Must be signed by Designated Agent)

Having been named to accept services of process for 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 provision of said Act relative to keeping open said office.

  
Patricia D. Clark  
Subscriber

FILED  
APR 10 AM 9:49  
CLARK COUNTY, FLORIDA

JACOBS & PETERS, P.A.

ATTORNEYS AT LAW

401 CENTRE STREET

THE HISTORIC POST OFFICE BUILDING  
SECOND FLOOR

FERNANDINA BEACH, FLORIDA 32034

ARTHUR I. JACOBS  
ROBERT L. PETERS CPA

TELEPHONE (904) 261-3693  
FAX NO. (904) 261-7879

MAILING ADDRESS  
POST OFFICE BOX 1110  
FERNANDINA BEACH, FL 32035-1110

PG 7000032422

Secretary of State  
Corporate Division  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: MAC DANIEL REAL ESTATE CO., INC.

Dear Sir:

I am enclosing an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$70.00 is enclosed for the filing of same.

Please file the original of the enclosed Articles of Incorporation and return a stamped copy to the undersigned.

Sincerely yours,

  
Arthur I. Jacobs

AJJ/bs

Enclosures

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ARTICLES OF INCORPORATION  
OF  
MAC DANIEL REAL ESTATE CO., INC.

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The undersigned, acting as incorporator under the provisions of Florida Statutes, Chapter 607, adopts the following Articles of Incorporation.

ARTICLE I

Name & Address

The name of this Corporation shall be:

MAC DANIEL REAL ESTATE CO., INC.

The place of business shall be located at:

910 South 8th Street  
Fernandina Beach, Florida 32034

ARTICLE II

Term of Existence

The duration of this Corporation is to be perpetual.

ARTICLE III

Purpose

The Corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE IV

Stock Clause

The aggregate number of shares of stock which this Corporation shall have authority to issue shall be 500 shares of common stock, each with a par value of \$1.00.

## ARTICLE V

### Owners

This corporation shall initially have one director. The number of directors may be increased by an appropriate amendment to the Bylaws of the Corporation, but shall never be less than one. The names and mailing addresses of the initial board of directors are as follows:

MacArthur H. Daniel  
Post Office Box 876  
Fernandina Beach, Florida 32034

## ARTICLE VI

### Incorporator

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

MacArthur H. Daniel  
Post Office Box 876  
Fernandina Beach, Florida 32035-0876

## ARTICLE VII

### Informal Shareholder Action

Any action of the Shareholders may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Notice of any such action so taken shall be given within ten (10) days of the date of such action to those Shareholders entitled to vote thereon who did not give their written consent.

## ARTICLE VIII

### Stock Transfer Agreements

If all, or any, of the Shareholders or Subscribers to the stock of the Corporation shall enter into any agreement between themselves or with the Corporation or third persons, abridging, limiting, restricting or changing the rights or interest of any one or more of the Shareholders or Subscribers to sell, assign, transfer, mortgage, pledge, hypothecate or transfer on the books of the Corporation, any and all of the stocks of the corporation held by them, and if a copy of the agreement is filed with the Corporation, all certificates of shares, subject to such agreement or restriction, shall have a reference thereto endorsed thereon by an officer of the Corporation and such stock shall not thereafter be transferred on the books of the Corporation except in accordance with the terms and provisions of the agreement. If the agreement so provides, the certificates of stock

shall be registered so that shares standing in the name of any person as pledgee, trustee or other fiduciary may be voted, in person or by proxy, and without proof of authority.

## ARTICLE IX

### Fundamental Changes

The affirmative vote of holders of fifty-one percent (51%) of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- (a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- (b) Reorganization, merger or consolidation of the Corporation;
- (c) Sale, lease or exchange of the major portion of the property or assets of the corporation;
- (d) Dissolution of the Corporation.

## ARTICLE X

### Inspection of Books

Each Shareholder shall have the unqualified right and privilege to examine all corporate books, records and correspondence. This privilege of examination is conditioned by the provision that the Shareholder agrees to indemnify the Corporation for losses suffered by improper disclosure of information obtained in the course of such inspection. The Shareholder may not delegate the right of inspection.

## ARTICLE XI

### Long-Term Employment Contract

The Shareholders may authorize the Corporation to enter into employment contracts with any executive officer for periods longer than one (1) year, and any Charter or By-Law provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

## ARTICLE XII

### Shareholder Reliance on Corporate Records

A Shareholder shall not be liable for dividends illegally declared, distributions illegally made to Shareholders or any other action taken in reliance in good faith upon financial statements of the Corporation represented to him to be correct by the President of the Corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the

Corporation, nor shall he be liable if in good faith in determining the amount available for dividends or distribution he considers the assets to be of ample value.

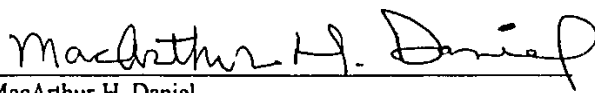
ARTICLE XIII  
Pre-Emptive Rights

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time so issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of notice from the corporation. Upon the death of a shareholder, each surviving shareholder shall have the first right to purchase his portion of shares at market value then determined at his death.

ARTICLE XIV  
Amendment of Articles

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.

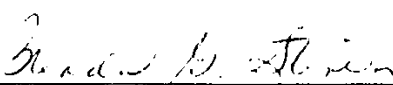
IN WITNESS WHEREOF, the undersigned, being the Incorporator of this Corporation, executes these Articles of Incorporation and certifies to the truth of the facts herein stated, this April 8, 1997.

  
MacArthur H. Daniel

STATE OF FLORIDA  
COUNTY OF NASSAU

BEFORE ME, the undersigned authority, personally appeared **MacArthur H. Daniel** who being personally known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledge to and before me that she executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this April 8, 1997.

  
\_\_\_\_\_  
Notary Public  
My commission Expires:



Brenda G. Stivers  
MY COMMISSION # CC512618 EXPIRES  
February 28, 2000  
BONDED THIRD TRUST FIDELITY INSURANCE, INC.

CERTIFICATE DESIGNATING AGENT  
UPON WHOM PROCESS MAY BE SERVED

In pursuance of Section 48.091 and Section 607.034(3), Florida Statutes, the following is submitted in compliance with said sections:

MAC DANIEL REAL ESTATE CO., INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, at Nassau County, Florida, has named **MacArthur H. Daniel** as its registered agent to accept service of process within this state, who is located at the following registered office:

MacArthur H. Daniel  
910 South 8th Street  
Fernandina Beach, Florida 32034

ACKNOWLEDGMENT AND ACCEPTANCE

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and agree to act in such capacity. I agree to comply with the provisions of said section relative to keeping open the registered office.

MacArthur H. Daniel  
Registered Agent

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PA71000032423

Of Counsel:

Jeffrey B. Garber, Esq.  
One Old Country Road  
Carle Place, NY 11514  
(New York Bar)

**CHARLES B. BUTMAN, P.A.**

8551 West Sunrise Boulevard  
Suite 208  
Ft. Lauderdale, Florida 33322  
(954) 424-9404 • Fax: (954) 424-9455

Of Counsel:

Bass & Doherty PC  
40 Soldiers Field Place  
Boston, MA 02135  
(Mass. and Fla. Bar)

April 7, 1997

Florida Department of State  
P.O. Box 6327  
Tallahassee, FL 32301

Attn: Corporate Records Department

Re: Flights of Distinction, Inc.

Gentlemen:

We are enclosing the original and one copy of the Articles of Incorporation for the above referenced company, together with our trust account check in the amount of \$122.50 to cover the necessary filing fee and one certified copy.

Please file the enclosed Articles and forward the certified copy to this office.

Thank you for your assistance in this matter.

Very truly yours,



Charles B. Butman

CBB:sg  
Encs.

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eg 4/10/97

EFFECTIVE DATE

11/3/97

ARTICLES OF INCORPORATION  
OF

FLIGHTS OF DISTINCTION, INC.

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CLERK OF THE  
97 NOV - 3 11:11:00

**ARTICLE I - NAME**

The name of this corporation is: FLIGHTS OF DISTINCTION, INC.

**ARTICLE II - DURATION**

The date when the corporate existence shall begin shall be the date of subscription and acknowledgment stated herein if these Articles of Incorporation are filed within five (5) days after subscription and acknowledgment, and are subsequently approved by the Secretary of State and all filing fees and taxes paid; otherwise, it shall be the date when the Articles of Incorporation are filed in the office of the Secretary of State. Thereafter, the period of its duration shall be perpetual.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States of America and the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue Five Hundred (500) shares of common stock at One (\$1.00) par value for each of said common stock shares.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 630 N. New River Canal Road, Plantation, Florida 33324, and the name of the initial registered agent of this corporation is Natalie Umbert.

**ARTICLE VI - FIRST BOARD OF DIRECTORS**

This corporation's first Board of Directors shall consist of one (1) director. The number of the directors may be either increased or decreased from time to time by amendment of the By-Laws, but shall never be less than one (1). The Name and address of the initial Board of

**ARTICLE VII - INCORPORATORS**

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

**Name:**

Natalie Umbert

**Address:**

630 N. New River Canal Road  
Plantation, Florida 33324

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**ARTICLE VIII - PRINCIPAL PLACE OF BUSINESS**

The principal place of business of this corporation shall be: 630 N. New River Canal Road,  
Plantation, Florida 33324.

**ARTICLE IX - AMENDMENT OF ARTICLES**

This corporation reserves the right to amend or repeal any provision 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(s) and designated registered agent have executed these Articles of Incorporation this 3 <sup>APRIL</sup> day of ~~March~~, 1997.



NATALIE UMBERT  
Incorporator

I am familiar with and hereby accept the duties and responsibilities as registered agent for said corporation.



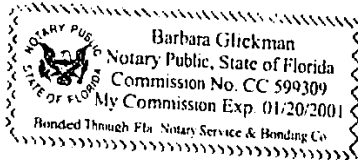
NATALIE UMBERT  
Registered Agent

STATE OF FLORIDA  
COUNTY OF BROWARD

97 APR - 2 11:30

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared NATALIE UMBERT, who is personally known to me or who produced Driver's License as identification, who executed the foregoing Articles of Incorporation and she accepted her designation as Registered Agent.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid this 3 day of <sup>APRIL</sup> ~~March~~, 1997.



Barbara Glickman  
Notary Public  
My commission expires: 1/20/2001