

P97000044022

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WASHINGTON, D.C. 20036
(202) 862-5510

LAW OFFICES
SMATHERS & SMATHERS
ONE INDEPENDENT DRIVE, SUITE 2201
JACKSONVILLE, FLORIDA 32202
(904) 358-2201

AFFILIATE OFFICE
100 CHOPIN PLAZA
SUITE 2400 MIAMI CENTER
MIAMI, FLORIDA 33131
(305) 378-6523

April 21, 1997

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

800002157198--1
-04/28/97--01135--009
*****78.75 *****78.75

Gentlemen:

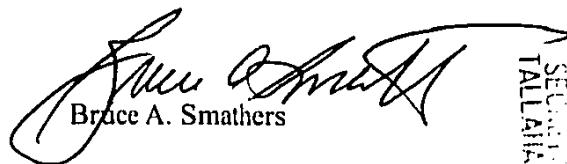
Enclosed please find "Articles of Incorporation" for the following corporation:

1. Tyrad, Inc.

Also enclosed with these Articles is a check for the corporation in the amount of \$78.75. I understand that this fee will file the corporation's Articles of Incorporation and the corporation will receive a Certificate of Status sent to the corporation's business address.

If you have any questions regarding this corporation, please call me, or my assistant Jackie Price, **COLLECT** at (904) 358-2201. I would like to have these Articles filed as quickly as possible. Thank you for your assistance in this matter.

Sincerely,


Bruce A. Smathers

BAS:jsp

Enclosures

FILED
97 MAY 19 AM 11:50
TALLAHASSEE, FLORIDA

nc 5/19/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 29, 1997

BRUCE A. SMATHERS, ESQ.
SMATHERS & SMATHERS
ONE INDEPENDENT DRIVE, SUITE 2201
JACKSONVILLE, FL 32202

SUBJECT: TYRAD, INC.
Ref. Number: W97000009819

We have received your document for TYRAD, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6067.

Neysa Culligan
Document Specialist

Letter Number: 097A00022045

ARTICLES OF INCORPORATION
OF
TYRAD, INC.

FILED
97 MAY 19 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation is Tyrad, Inc.

ARTICLE II

PRINCIPAL OFFICE

The principal office and mailing address of this corporation is One Independent Drive,
Suite 2201, Jacksonville, Florida 32202.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue 1,000 (one thousand) shares of common stock with a par value of one penny (\$0.01) per share, which shares shall be and hereby are designed as "Common Shares." Without action by the stockholders, any or all of the authorized shares may be issued by the corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation in the State of Florida One Independent Drive, Suite 2201, Jacksonville, Florida 32202. The name of the initial registered agent of this corporation at that address is Daniel R. Murphy. *The Board of Directors may, from time to time,* change the registered agent or move the registered office to any other address in Florida.

ARTICLE V

INCORPORATOR

The name and address of the Incorporator of this corporation are as follows:

NAME

Osprey Investments, Inc.

ADDRESS

One Independent Drive, Suite 2201
Jacksonville, Florida 32202

ARTICLE VI

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt By-Laws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any By-Law made by them that such By-Law shall not be altered, repealed or amended by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has here until set his hand this 21st day of April, 1997.

Osprey Investment, Inc.

Incorporator

By:

Title:

James A. Smith
President

**CERTIFICATE OF ACCEPTANCE
OF DESIGNATION OF
REGISTERED AGENT
TYRAD, INC.**

Pursuant to Section 48.091 and 607.0501, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon Tyrad, Inc., a corporation organized under the laws of the State of Florida, hereby accepts the appointment as such Registered Agent and hereby agrees to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at One Independent Drive, Suite 2201, Jacksonville, Florida 32202.

IN WITNESS WHEREOF, I have hereunto set my hand at Jacksonville, Duval County, Florida, on this 16th day of May, 1997.



Daniel R. Murphy
Registered Agent

FILED
97 MAY 19 AM 11:50
TALLAHASSEE, FLORIDA