

P97000067615
DEBRA A. LAMM, P.A.
ATTORNEY AT LAW

1408 EAST ROBINSON STREET
ORLANDO, FLORIDA 32801

TELEPHONE (407) 894-0555
FACSIMILE (407) 894-0309

August 1, 1997

Ms. Brendolyn Bruton
Secretary of State
Corporate Division
409 East Gaines Street
Tallahassee, FL 32399

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RE: Station Management Associates, Inc.

Dear Ms. Bruton:

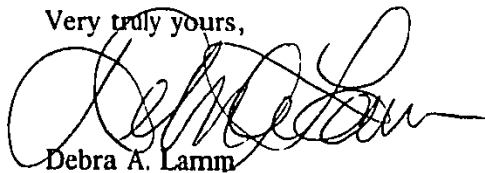
I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing fee	\$ 35.00
Certified copy	52.50
Registered Agent fee	<u>35.00</u>
Total	\$122.50

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

Your prompt attention to this matter is appreciated. Should you have any questions, please contact our office.

Very truly yours,



Debra A. Lamm

DAL:js

cc: Mr. Paul R. Savard
artsinc.ltr

DML
8/5/97

FILED
97 AUG -5 PM 1:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
STATION MANAGEMENT ASSOCIATES, INC.

FILED
97 AUG -5 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is STATION MANAGEMENT ASSOCIATES, INC. The corporation's principal office and mailing address shall be 7512 Dr. Phillips Boulevard, #50-165, Orlando, Florida 32819.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing at the time of filing these Articles of Incorporation.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is ten thousand (10,000) shares having a par value of one cent (\$.01) per share, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and nonassessable, the same as though paid for in cash; and the directors shall be the

sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 7512 Dr. Phillips Boulevard, #50-165, Orlando, Florida, 32819 and the name of the initial registered agent of this corporation at that address is Paul R. Savard.

ARTICLE VI - INITIAL DIRECTORS AND OFFICERS

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 and officers is as follows:

<u>Name</u>	<u>Street Address</u>	<u>Office</u>
Paul R. Savard	7512 Dr. Phillips Boulevard #50-165 Orlando, Florida 32819	President/ Secretary/ Treasurer

ARTICLE VII - INCORPORATOR

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

Paul R. Savard

7512 Dr. Phillips Boulevard #50-165
Orlando, Florida 32819

ARTICLE VIII - BY-LAWS

The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal By-Laws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such By-Laws. In addition, such By-Laws may include, by unanimous decision of all the shareholders, any regulatory or restrictive provisions regarding the sale, transfer, or other disposition of any of the outstanding shares of stock of this corporation by any of its shareholders, or in the event of the death of any of its shareholders.

ARTICLE IX - ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this corporation shall have all and singular the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

B. At its option, to purchase and acquire any or all of its shares owned and held by any such shareholder as should desire to sell, transfer or otherwise dispose of his shares, or any or all of its shares owned and held by a shareholder who dies, all in accordance with the By-Laws adopted by the shareholders of this corporation setting

forth the terms and conditions of such purchase; provided, however, the capital of this corporation cannot be impaired thereby.

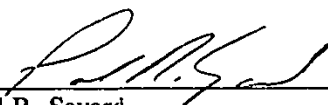
C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, or (6) other retirement or incentive compensation plan.

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

WHEREFORE, as incorporator, I have hereunto set my hand and seal this

1st day of August, 1997.



Paul R. Savard

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

FILED

97 AUG -5 PM 1:03

Having been named as the registered agent in the Articles of Incorporation of

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATION MANAGEMENT ASSOCIATES, INC., I hereby accept and agree to act in
this capacity.


Paul R. Savard

AUG-05-97 TUE 01:30 PM KIRSCHNER MAIN ET AL

FAX NO. 9043582199

P. 01

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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: KIRSCHNER, MAIN, PETRIE, GRAHAM & TANNER, P.
CONTACT: BETTY WILSON
PHONE: (904)354-4141

ACCT#: 070372002675

FAX #: (904)358-2199

NAME: SEPIO, INC.

AUDIT NUMBER.....H97000012748

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 5, 1997

KIRSCHNER, MAIN, PETRIE, GRAHAM & TANNER, P.A.

SUBJECT: SEP10, INC.
REF: W97000017954

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The complete document was not received. Please refile the complete document, including the electronic filing cover sheet.

Please return the original and one copy of 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 (850) 487-6067.

Neyssa Culligan
Document Specialist

FAX Aud. #: H97000012748
Letter Number: 697A00039651

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John F. Germany, Jr., Esq.
P. O. Box 1559
Jacksonville, FL 32201-1559
(904) 354-4141
Florida Bar No. 813834

ARTICLES OF INCORPORATION
OF
SEPIO, INC.

ARTICLE I - NAME

The name of this Corporation is Sepio, Inc., and the principal business address of the Corporation is University of Florida, J. Wayne Reitz Union, C-2, Gainesville, Florida 32611.

ARTICLE II - COMMENCEMENT AND DURATION

Pursuant to Section 607.0203, Florida Statutes, this Corporation shall commence upon the date of execution of the Articles of Incorporation which is August 4, 1997, and shall be filed with the Secretary of State within 5 business days from said date. This Corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL

This Corporation is authorized to issue 1,000 shares of Common Stock, all of which shall be of the par value of \$.01 per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is One Independent Drive, Suite 2000, Jacksonville, Florida 32202, and the name of its initial registered agent at such

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John F. Germany, Jr., Esq. (attorney for the firm)
P. O. Box 1559
Jacksonville, FL 32201
(904) 354-4141
Florida Bar No. 813834

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address is Kirschner, Main, Graham, Tanner & Demont, Professional Association.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation shall be two (2) and the names and addresses of the persons who are to serve as the members thereof are:

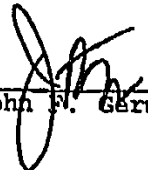
<u>Name</u>	<u>Address</u>
Edward Joseph Murphy, Jr	University of Florida J. Wayne Reitz Union, C-2 Gainesville, Florida 32611
Daniel Robert Murphy, Jr.	4426 Palmetto Inlet West Jacksonville, Florida 32277

ARTICLE VII - INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
John F. Germany, Jr.	One Independent Drive, Suite 2000 Jacksonville, Florida 32202

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 11 day of August, 1997.



John F. Germany, Jr.

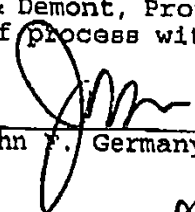
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

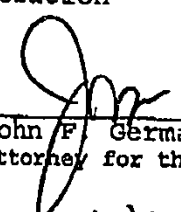
First, that Sepio, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Gainesville, State of Florida, has named Kirschner, Main, Graham, Tanner & Demont, Professional Association as its agent to accept service of process within Florida.


John F. Germany, Jr., Incorporator

Date: 8/4/97

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, Kirschner, Main, Graham, Tanner & Demont, Professional Association hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

KIRSCHNER, MAIN, GRAHAM,
TANNER & DEMONT, Professional
Association


By: John F. Germany, Jr.
Attorney for the Firm

Date: 8/4/97

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