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September 17, 1997

Return To
F/U ASAP

FILED
97 SEP 19 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Attorneys' Title Insurance Fund
ATTN: Barbara Keys
660 E. Jefferson Street
Suite 200
Tallahassee, Fl 32301

RE: Porpoise Point Cafe, Inc.

000002297760--7
-09/19/97--01006--020
****122.50 ****122.50

Dear Ms. Keys:

Enclosed are the original and one copy of the proposed Articles of Incorporation in reference to the captioned corporation.

Please file the articles immediately and return to me through the Duval Branch. I would request that you fax me a copy after the articles are filed.

I am inclosing a check in the amount of \$122.50 for the Filing Fee, Certified Copy of Charter and Resident Agent Fee.

I understand you will bill me for your fee of \$10.00.

Please contact me if you need any additional information.

Respectfully yours,

David M. Andrews

DMA/dds
Enclosures

K. Rolfe SEP 19 1997

97 SEP 19 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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September 17, 1997

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
P. O. Box 6327
Tallahassee, Florida 32301

Re: Porpoise Point Cafe, Inc.

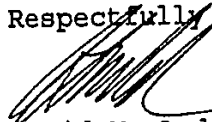
Dear Sirs:

Enclosed herewith are proposed Articles of Incorporation in reference to the captioned corporation. Also enclosed is our check in the amount of \$122.50 to cover the following:

Filing Fee	\$ 35.00
Certified Copy of Charter	\$ 52.50
Resident Agent Fee	<u>\$ 35.00</u>
	\$ 122.50

If the Articles of Incorporation meet with your approval, we will appreciate your executing a Certificate of Incorporation and returning it to the undersigned through Attorneys' Title Service.

Respectfully yours,



David M. Andrews

DMA:dds
Enclosures

ARTICLES OF INCORPORATION
OF
Porpoise Point Cafe, Inc.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, PHYLLIS SANSOM hereby executes this document for the purposes of becoming incorporated under the laws of the State of Florida, and forming a corporation under the following proposed Certificate of Incorporation:

ARTICLE I

The name of this Corporation is **Porpoise Point Cafe, Inc.**

ARTICLE II

The general nature of the business to be transacted by the Corporation is as follows:

The Corporation may engage in any activity or business permitted by the Laws of the United States and of this State.

ARTICLE III

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is 1,000 shares of common stock of the same class and at ten cents (10¢) par value.

ARTICLE IV

Every shareholder, upon the sale for cash of any stock of this Corporation of the same class as that which she 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 V

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

ARTICLE VI

The Corporation is to have perpetual existence.

ARTICLE VII

The registered address and the principal office address of the Corporation in this State are: 180B, Vilano Road, St. Augustine, FL 32095, and the name of the initial registered agent of this Corporation at the registered address is: PHYLLIS SANSOM, 2955 Hilltop Road, St. Augustine, FL 32086.

ARTICLE VIII

The number of Directors of this Corporation shall not be less than ONE or more than THREE.

ARTICLE IX

The name and post office address of the members of the first Board of Directors of the Corporation are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
PHYLLIS SANSOM	President	2955 Hilltop Road St. Augustine, FL 32086

ARTICLE X

The name and post office address of the subscriber to the Articles of Incorporation are:

<u>NAME OF SUBSCRIBER</u>	<u>ADDRESS</u>
PHYLLIS SANSOM	2955 Hilltop Road St. Augustine, FL 32086

ARTICLE XI

The power to adopt, amend, alter or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the subscriber has hereunto set her hand and seal this 18th day of Sept, 1997.


PHYLLIS SANSOM

STATE OF FLORIDA

COUNTY OF ST. JOHNS

THE FOREGOING INSTRUMENT was acknowledged before me this 17 day of September, 1997, by PHYLLIS SANSOM, who is personally known to me or who produced na as identification, and who did/did not take an oath.



DEBORAH D STRUHAR
My Commission CC468284
Expires May. 31, 1999
Bonded by HAI
800-422-1555

(SEAL)


Notary Public

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR 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 **Porpoise Point Cafe, Inc.**, DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS IN THE CITY OF ST. AUGUSTINE, COUNTY OF ST. JOHN'S,
STATE OF FLORIDA, HAS NAMED **PHYLLIS SANSOM**, LOCATED AT ST. AUGUSTINE,
COUNTY OF ST. JOHNS, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE
OF PROCESS WITHIN FLORIDA.

Porpoise Point Cafe, Inc.

Signature: _____

Phyllis C Sansom
(Corporate Officer)

Title: _____

President

Date: _____

9/17/97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

Signature: _____

Phyllis C Sansom
Resident Agent - **PHYLLIS SANSOM**

Date: _____

9/17/97

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STATE
TALLAHASSEE, FLORIDA