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UPCHURCH, BAILEY AND UPCHURCH, P.A.

ATTORNEYS AT LAW
ESTABLISHED 1925

780 NORTH PONCE DE LEON BOULEVARD
SAINT AUGUSTINE

PLEASE REPLY TO
POST OFFICE DRAWER 3007
SAINT AUGUSTINE, FLORIDA 32085-3007

TELEPHONE (904) 829-9066
FAX (904) 825-4852

JOHN D. BAILEY, JR.
FRANK D. UPCHURCH, III
TRACY WILSON UPCHURCH
SIDNEY F. ANSBACHER
KATHERINE GAERTNER JONES
MICHAEL A. SIRAGUSA
STEPHEN A. FAUSTINI

HAMILTON D. UPCHURCH
FRANK D. UPCHURCH, JR.
OF COUNSEL

FRANK D. UPCHURCH
(894-1986)

September 17, 1997

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

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-09/22/97--01047--011
****122.50 ****122.50

Re: J. R. Owens
Ancient City Holdings Company
Our File No. 5-97-470

Dear Sir or Madam:

I enclose herewith one original and one copy of the Articles of Incorporation for the above-named corporation. Please file the original and furnish me with a certified copy in the envelope provided.

In furtherance of the same, you will find enclosed our firm check in the amount of \$122.50, made payable to the Secretary of State, which I estimate to be sufficient funds for the filing fee, certified copy, and registration of the registered agent.

Thank you for your assistance in this matter. Please do not hesitate to contact me or my assistant, Becky, if you have any questions or comments whatsoever.

Sincerely yours,

Michael A. Siragusa

MAS:raf
Enclosures

F. Siragusa

SEP 24 1997

FILED
97 SEP 22 PM 12:49
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
FOR
ANCIENT CITY HOLDINGS COMPANY

FILED
97 SEP 22 PM 12:49
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA

The undersigned natural person, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

Corporate Name and Principal Office

The name of the corporation shall be: Ancient City Holdings Company and the mailing and street address of the Corporation's principal office shall be located at 222 San Marco Avenue, St. Augustine, Florida 32084.

ARTICLE II

Nature of Business

The general nature of the business to be transacted by the Corporation shall be to engage in any activity or business permitted under the laws of the United States or this State.

ARTICLE III

Shares of Stock

The aggregate number of shares which the Corporation shall be authorized to issue is One Hundred (100) shares of common stock at a par value of One Dollar (\$1.00) per share.

ARTICLE IV

Term of Existence

The Corporation shall exist perpetually.

ARTICLE V

Incorporator(s)

The name and address of the undersigned incorporator is:

NAME

James R. Owens

ADDRESS

222 San Marco Avenue
St. Augustine, Florida 32084

ARTICLE VI

Registered Agent and Office


The name of the Corporation's initial registered agent is James R. Owens, and the street and mailing address of the Corporation's initial registered office in Florida is 222 San Marco Avenue, St. Augustine, Florida 32084.

ARTICLE VII

Amendment

These Articles of Incorporation may be amended in any manner provided by law or according to the By-Laws of this Corporation. Every amendment shall be approved by the Board of Directors and a majority of the stockholders entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 12th day of SEPTEMBER, 1997.



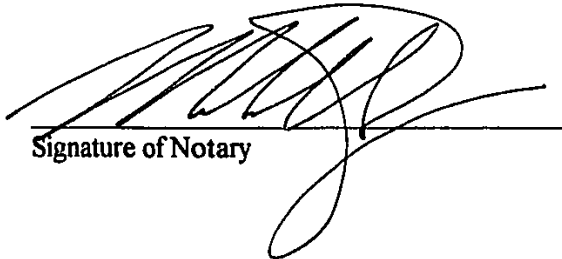
JAMES R. OWENS

State of Florida
County of St. Johns

THE FOREGOING instrument was acknowledged before me this 12th day of SEPTEMBER, 1997, by James R. Owens, who did not take an oath and who: (notary must check applicable box)

- ☒ is personally known to me.
☐ produced current driver's license(s) as identification.
☐ produced _____ as identification.



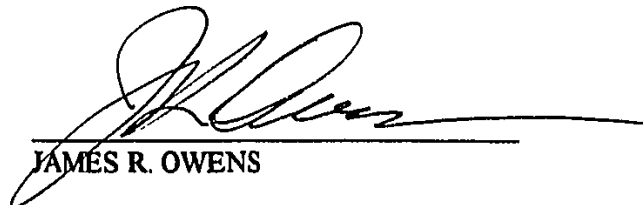


Signature of Notary

FILED
97 SEP 22 PM 12:49
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ACCEPTANCE BY REGISTERED AGENT

I am familiar with and accept the duties and responsibilities as Registered Agent for the foregoing corporation.



JAMES R. OWENS