

P98000011595



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 679888 84522A

AUTHORIZATION :

Patricia Pizutto

COST LIMIT : \$ 122.50

ORDER DATE : January 23, 1998

ORDER TIME : 12:28 PM

ORDER NO. : 679888-005

CUSTOMER NO: 84522A

CUSTOMER: William T. Kaler, Esq
WILLIAM T. KALER, PA

500002410805--7

400 E. Duval Street
Jacksonville, FL 32202-2763

DOMESTIC FILING

NAME: ~~LAVILLA, INC.~~

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

2544-
W98-1728

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 23 AM 10:31

RECEIVED
98 JAN 23 PM 2:55
DIVISION OF CORPORATION



RECEIVED

98 FEB -5 AM 9:06

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

DIVISION OF CORPORATION

February 3, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: LAVILLA INVESTMENTS, INC.
Ref. Number: W98000001728

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 23 AM 10:31

We have received your document for LAVILLA INVESTMENTS, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 698A00006120

RESUBMIT

Please give original
submission date as file date.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 23 AM 10:31

January 26, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: LAVILLA, INC.
Ref. Number: W98000001728

We have received your document for LAVILLA, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 598A00004146

RECEIVED
98 FEB -3 PM 2:50
DIVISION OF CORPORATIONS

RESUBMIT
Please give original
submission date as file date.

ARTICLES OF INCORPORATION

OF

LaVILLA PROPERTIES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 23 AM 10:31

The undersigned, EDWARD K. FEWOX and HARRY S. OLCOTT, JR., adopt the following Articles of Incorporation for the purpose of forming a corporation for profit under the laws of Florida.

ARTICLE I.

NAME

The name of this corporation is **LaVILLA PROPERTIES, INC.**

ARTICLE II.

DURATION

This corporation shall exist perpetually, commencing on the date of the filing of these Articles of Incorporation with the Department of State of the State of Florida.

ARTICLE III.

NATURE OF BUSINESS

This corporation is organized for the purpose of transacting and engaging in any or all business permitted under the laws of the United States, the State of Florida, and all other states, territories and jurisdictions of the United States.

ARTICLE IV.

CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is five hundred (500) shares of common stock having a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE V.

**INITIAL PRINCIPAL OFFICE AND
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial principal office of this corporation is:

2734 Edison Avenue
Jacksonville, Florida 32254

and the name and address of the initial Registered Agent of the corporation is:

WILLIAM T. KALER
400 East Duval Street
Jacksonville, Florida 32202-2763.

ARTICLE VI.

DIRECTORS

This corporation shall initially have two (2) Directors. The number of Directors may be increased or decreased from time to time by the By-Laws, but shall never be fewer than one (1); however, the number of Directors elected at any election shall always be deemed the lawful number of Directors which this corporation is permitted or required to have at the time. The names and addresses of the first Directors are:

EDWARD K. FEWOX
2734 Edison Avenue
Jacksonville, Florida 32254

HARRY S. OLCOTT, JR.
2734 Edison Avenue
Jacksonville, Florida 32254

A Board of Directors having only one Director may take any action which a Board of Directors could take which has more than one Director. The term "Board of Directors", as used in these Articles, shall also mean any Board consisting of one (1) Director.

ARTICLE VII.

INCORPORATORS

The names and street addresses of the Incorporators of this corporation are:

EDWARD K. FEWOX
2734 Edison Avenue
Jacksonville, Florida 32254

HARRY S. OLCOTT, JR.
2734 Edison Avenue
Jacksonville, Florida 32254

ARTICLE VIII.

FIRST OFFICERS

The initial officers of this corporation are:

EDWARD K. FEWOX
2734 Edison Avenue
Jacksonville, Florida 32254

President/Treasurer

HARRY S. OLCOTT, JR.
2734 Edison Avenue
Jacksonville, Florida 32254

Vice President/Secretary

who shall hold said office until the organizational meeting of the stockholders is held for the purpose of electing officers, adopting by-laws and transacting such other business as may come before the meeting. The officers above named are authorized to sign and issue appropriate certificates evidencing the shares of stock of this corporation to those entitled thereto upon receipt of appropriate consideration. The existence of more than one shareholder shall not be required in order to hold the said organizational meeting.

ARTICLE IX.

BY-LAWS

The initial By-Laws of this corporation shall be adopted by the Directors. By-Laws may be adopted, amended or repealed in the manner provided by the By-Laws or the applicable laws of Florida, by either the shareholders or the Directors.

ARTICLE X.

RESTRICTIONS ON TRANSFER OF STOCK

The shareholders may, by By-Law provisions or by shareholder agreement recorded in the Corporate Minute Book or as otherwise permitted by law, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they wish.

ARTICLE XI.

DIRECTOR COMPENSATION

The Board of Directors is hereby authorized to make provisions for reasonable compensation to its members for their services as Directors, and to fix the basis and conditions

upon which such compensation shall be paid. Any Director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE XII.

INDEMNIFICATION

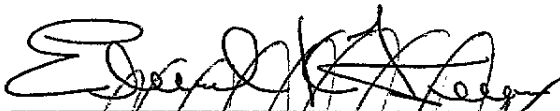
The Board of Directors is hereby specifically authorized to make provisions for the indemnification of directors, officers, employees, and agents of the corporation to the full extent permitted by law.

ARTICLE XIII.

SHARES WITHOUT CERTIFICATES

The Board of Directors may authorize the issuance of some or all of the shares of any or all of its classes of stock without certificates. The Board of Directors and the corporation shall have all authority given under Section 607.0626 (1) and (2) as the cited Statute now stands and as it may be amended from time to time.

IN WITNESS WHEREOF, the incorporators have executed these Articles of Incorporation at Jacksonville, Duval County, Florida, this 22nd day of January, 1998.


EDWARD K. FEWOX, Incorporator


HARRY S. OLCOTT, JR., Incorporator

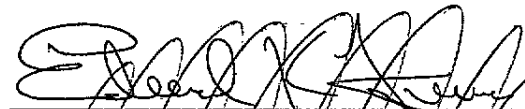
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA
AND NAMING THE AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, and all other pertinent laws of Florida the following is submitted:

LaVILLA PROPERTIES, INC.

desiring to organize or qualify under the laws of the State of Florida with its principal place of business in Jacksonville, Duval County, Florida, and has named WILLIAM T. KALER, 400 East Duval Street, Jacksonville, Florida 32202-2763, as its agent to accept service of process within the State of Florida.

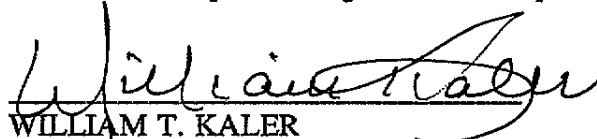
DATED: January 22nd 1998.


EDWARD K. FEWOX, Incorporator


HARRY S. OLCOTT, JR., Incorporator

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 23 AM 10:31

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. I, as Registered Agent, am familiar with and I accept the obligations of that position.


WILLIAM T. KALER
Registered Agent