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ESTABLISHED 1925

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

FRANK D. UPCHURCH  
(1894-1986)

February 3, 1998

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

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-02/05/98--01049--014  
\*\*\*\*122.50 \*\*\*\*122.50

Re: FLY-BY-CAFE, INC.  
Our File No. 5-98-010

FILED  
98 FEB -5 AM 10:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

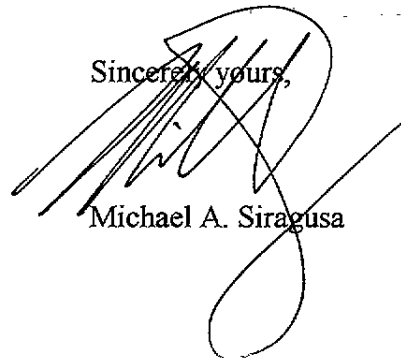
Dear Sir or Madam:

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

QC 2-6-98

**ARTICLES OF INCORPORATION**

**FOR**

**FLY-BY CAFE, INC.**

FILED  
98 FEB -5 AM 10: 31  
SECRETARY OF STATE  
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: **Fly-By Cafe, Inc.**, and the mailing and street address of the Corporation's principal office shall be located at 4900 US 1 North, Suite 103, St. Augustine, Florida 32095.

**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

ADDRESS

Dennis France

745 Driftwood Circle  
Ponte Vedra Beach, Fl 32082

**ARTICLE VI**

**Registered Agent and Office**

The name of the Corporation's initial registered agent is Dennis France, and the street and mailing address of the Corporation's initial registered office in Florida is 4900 US 1 North, Suite 103, St. Augustine, Florida 32095.

**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 26<sup>th</sup> day of JANUARY, 1998.

Dennis France  
Dennis France

STATE OF FLORIDA  
COUNTY OF ST. JOHNS

THE FOREGOING INSTRUMENT was acknowledged before me this 26<sup>th</sup> day of JANUARY, 1998, by Dennis France, 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.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



[Signature]  
Signature of Notary

**ACCEPTANCE BY REGISTERED AGENT**

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

Dennis France  
Dennis France