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J. GERARD CORREA, P.A.

FILED



J. GERARD CORREA
ATTORNEY AT LAW
BOARD CERTIFIED TAXATION

875 - 96TH AVE. N. UNIT 8
ST. PETERSBURG, FLORIDA 33702-8823
(813) 877-0076

8508 ENTERPRISE RD., SUITE 11
CLEARWATER, FLORIDA 34625-1100
(813) 797-3001

AM 11:58

REPLY TO
ST. PETERSBURG

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FAX (813) 870-0013

July 23, 1996

Secretary of State
Charter Division - Corporations
409 E. Gaines Street
Tallahassee, FL 32304

81001208948
-08/01/96--01006--003
*****122.50 *****122.50

Re: Oak Crest Corporation

Gentlemen:

Enclosed herewith is a duplicate Articles of Incorporation for Oak Crest Corporation. Enclosed is our check in the amount of \$122.50, covering the following fees:

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

Please send a certified copy of the Articles of Incorporation to our St. Petersburg, Florida office.

Yours truly,

J. GERARD CORREA, P.A.

J. Gerard Correa

JGC/tas
Enclosure

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
OAK CREST CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of this corporation is OAK CREST CORPORATION.

ARTICLE II - Purpose

The general nature of the business to be transacted by this corporation shall include the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes and the operation of an educational establishment.

ARTICLE III - Capital Stock

The authorized capital stock of this corporation shall be 100 shares of common stock with a par value of \$5.00 per share.

ARTICLE IV - Period of Existence

The corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE V - Registered Office and Registered Agent

The street address of the initial office of this corporation is 2644 Westview Court, City of Clearwater, County of Pinellas, State of Florida, 34621, and the name of the initial registered

agent of this corporation at that same address is DENAY G. McLAUGHLIN.

ARTICLE VI - Initial Board of Directors

This corporation shall have (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). Directors may be removed for cause. The name and address of each initial director of this corporation is:

DENAY G. McLAUGHLIN 2644 Westview Court
Clearwater, Florida 34621

ARTICLE VII - Incorporator

The name and address of each person signing these articles is:

DENAY G. McLAUGHLIN 2644 Westview Court
Clearwater, Florida 34621

ARTICLE VIII - Officers

This corporation shall be managed by President, Secretary and Treasurer. The offices may be held by one and the same person. Officers may be removed only for cause. The name and address of each initial officers of this corporation is:

DENAY G. McLAUGHLIN, President, Secretary and Treasurer
2644 Westview Court
Clearwater, Florida 34621

ARTICLE IX - By-Laws

All By-Laws shall be approved by a majority vote of the shareholders, and all modifications or additions to the By-Laws shall be ratified by a majority vote of the shareholders before such modification or addition shall become effective.

agent of this corporation at that same address is DENAY G. McLAUGHLIN.

ARTICLE VI - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). Directors may be removed for cause. The name and address of the initial director of this corporation is:

DENAY G. McLAUGHLIN 2644 Westview Court
Clearwater, FL 34621

ARTICLE VII - Incorporator

The name and address of each person signing these articles is:

DENAY G. McLAUGHLIN 2644 Westview Court
Clearwater, FL 34621

ARTICLE VIII - Officers

This corporation shall be managed by President, Secretary and Treasurer. The offices may be held by one and the same person. Officers may be removed only for cause. The name and address of the initial officer of this corporation is:

DENAY G. McLAUGHLIN 2644 Westview Court
Clearwater, FL 34621

ARTICLE IX - By-Laws

All By-Laws shall be approved by a majority vote of the shareholders, and all modifications or additions to the By-Laws shall be ratified by a majority vote of the shareholders before such modification or addition shall become effective.

ARTICLE X - Indemnification

The corporation shall indemnify any officer, director or any former officer or director, to the full extent permitted by law for such acts of the officer or director, or former officer or director, while acting in a corporate capacity.

ARTICLE XI - Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, or any right conferred by shareholders as subject to this reservation.

Notwithstanding, the shareholders reserve the right by majority vote, and the Board of Directors have no right to amend the Articles of Incorporation.

ARTICLE XII - Section 1244 Stock

It is the intention of the incorporators of this corporation that the first board of directors adopt a plan under Section 1244 of the Internal Revenue Code allowing a limited ordinary loss to individuals for loss on stock of a "Small Business Corporation" which qualifies under the Code.

ARTICLE XIII - Voting Rights

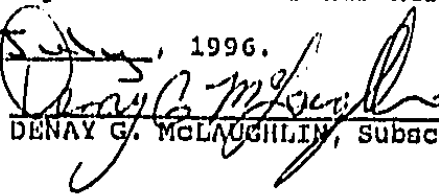
Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE XIV - Pre-Emptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he

already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned subscriber has herunto set hand and seal this 23 day of July, 1996.

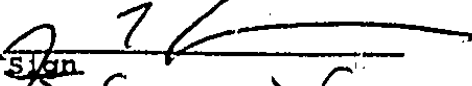

DENAY G. McLAUGHLIN, Subscriber

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 23 day of July, 1996, by DENAY G. McLAUGHLIN, who is personally known to me or who has produced a driver's license as identification and who did take an oath.

NOTARY PUBLIC



J. Gerard Correa
Print
State of Florida at Large
My commission expires:



NOTARY PUBLIC
STATE OF FLORIDA
CC#325128
J. GERARD CORREA

MY COMMISSION EXPIRES DEC 13, 1997

CERTIFICATE OF REGISTERED AGENT

FILED

96 JUL 31 AM 11:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following is submitted in compliance with Chapter 48.091,
Florida Statutes.

That OAK CREST CORPORATION, designed to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Clearwater, County of Pinellas, State of Florida, has named DENAY G. McLAUGHLIN, whose address is 2644 Westview Court, Clearwater, FL 34621, as its Agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping said office open.


DENAY G. McLAUGHLIN, Registered Agent