

INCORPORATION INCORPORATION  
SERVICES, INC.  
201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-0191 FAX

800-342-8086

P95000001850

**CSC networks**

MAIL TO:  
P.O. Box 5028  
TALLAHASSEE, FL 32314

ACCOUNT NO. : 072100000032

REFERENCE : 522143 11432A

AUTHORIZATION :

*Patricia Pizette*

COST LIMIT : 9 122.50

ORDER DATE : January 9, 1995

ORDER TIME : 9:22 AM

ORDER NO. : 522143

CUSTOMER NO: 11432A

CUSTOMER: Lori Gould, Legal Assistant  
GROCOCK LOFTIS & ABRAMSON

Suite 200  
126 East Jefferson Street  
Orlando, FL 32801

DOMESTIC FILING

P95000001850

NAME: ATLANTIC POST GROUP, INC.

ARTICLES OF INCORPORATION  
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
 PLAIN STAMPED COPY  
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

SECTION OF CORPORATION

95 JAN -9 AM 10:29

RECEIVED

TALLAHASSEE

95 JAN -9 AM 10:29

FILED

ARTICLES OF INCORPORATION  
OF  
ATLANTIC POST GROUP, INC.

FILED  
95 JAN - 2 PM 12 01  
STATE OF FLORIDA

The undersigned incorporator, being competent to contract, subscribes to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I - Name

The name of this Corporation shall be:

Atlantic Post Group, Inc.

ARTICLE II - Principal Office

The address of the principal office and the mailing address of the Corporation is 12017 Florida Woods Lane, Orlando, Florida 32824.

ARTICLE III - Business and Activities

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida. Provided, however, and notwithstanding the generality of the foregoing, this Corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

ARTICLE IV - Capital Stock

A. The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100,000 shares of common stock having a par value of \$.01 per share.

B. All or any portion of the capital stock may be issued in payment for real or personal property, past or future services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

ARTICLE V - Term of Existence

The effective date upon which this Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law

ARTICLE VI - Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 12017 Florida Woods Lane, Orlando, Florida 32824, and the name of the initial registered agent of this Corporation at that address is Anthony R. Rizzuto.

ARTICLE VII - Directors

- A. The initial number of Directors of this Corporation shall be one.
- B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the Bylaws of this Corporation, but there shall always be at least one Director.
- C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.
- D. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.
- E. The name and street address of the initial member of the Board of Directors, to hold office until the first annual meeting of the Shareholders of this Corporation or until his successor is elected or appointed and has qualified, is:

<u>Name</u>	<u>Street Address</u>
Anthony R. Rizzuto	12017 Florida Woods Lane Orlando, Florida 32824

F. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders or for no cause.

G. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this

Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy

ARTICLE VIII - Incorporator

The name and street address of the incorporator signing these Articles is

<u>Name</u>	<u>Street Address</u>
Anthony R. Rizzuto	12017 Florida Woods Lane Orlando, Florida 32824

The incorporator of this Corporation assigns to this Corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of the Corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of this Corporation.

ARTICLE X - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law.

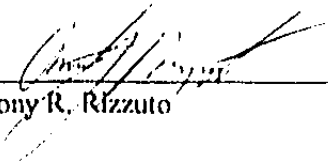
ARTICLE XI - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new Bylaws may be adopted by the vote of a majority of the stock entitled to vote thereon, and the Shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

ARTICLE XI - Affiliated Transactions

This Corporation expressly elects not to be governed by the provisions of Florida Statute Section 607.0901 dealing with affiliated transactions

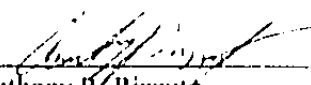
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 6th day of January, 1995

  
\_\_\_\_\_  
Anthony R. Rizzuto

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

FILED  
95 JAN -9 PM 12 06  
SEC.  
TALLAH.

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of Atlantic Post Group, Inc

  
\_\_\_\_\_  
Anthony R. Rizzuto

# GROCOCK, LOFTIS & ABRAMSON

Attorneys at Law

A Partnership including Professional Associations

P 95000001850

Encls. for Grock, Loftis & Abramson  
Tallahassee, Florida 32314  
Facsimile: (407) 425-4332  
Telephone: (407) 422-0300

Corporate, Securities,  
and Franchise Law

SUZAN A. ABRAMSON, P.A.

March 2, 1995

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Atlantic Post Group, Inc

RECEIVED  
MAR 6 1995  
TALLAHASSEE, FLORIDA

Dear Sir or Madam:

We enclose herein for filing, executed Statement of Change of Registered Office or Registered Agent, or Both. We also enclose our check in the amount of \$35.00 for the filing fee.

If you have any questions, please call.

Very Truly Yours,

SUZAN A. ABRAMSON, P.A.

FILED  
55 MAR -6 AM 8:33  
TALLAHASSEE, FLORIDA

By: [Signature]  
Suzan A. Abramson

SAA/lg  
Enclosures

cc: Mr. Anthony Rizzuto

[Handwritten notes and signatures]

Florida Department of State, \_\_\_\_\_ Secretary of State

### STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Atlantic Post Group, Inc.

1b. The mailing address of the corporation is: 625 Herndon Ave., Suite D,  
Orlando, FL 32803

1c. Date of incorporation: January 9, 1995 Document number: P95000001850

2. The name and address of the current registered agent and office:

Anthony R. Rizzuto  
12017 Florida Woods Lane  
Orlando, FL 32824

3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Anthony R. Rizzuto  
625 Herndon Ave., Suite D  
Orlando, FL 32803

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95 MAR 6 AM 8:33  
TALLAHASSEE, FLORIDA

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

[Signature]  
(Signature of an officer, chairman or vice chairman of the board)

\_\_\_\_\_  
(Date)

Anthony R. Rizzuto, President  
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

[Signature]  
(Signature of Registered Agent)

\_\_\_\_\_  
(Date)