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SUSAN M. KELLER, P.A.
ATTORNEY AT LAW

1334 North Marcy Drive
Longwood, FL 32750

Licensed in Florida and Ohio
(407) 260-5227

June 14, 1995

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

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-06/19/95--01046--006
****122.50 ****122.50

Re: THE PORTNOY GROUP, INCORPORATED

Dear Sir:

Enclosed are the original and duplicate copy of the Articles of Incorporation of this proposed corporation.

The duplicate copy has been subscribed and acknowledged by the subscriber in the same manner as the original. Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify and return it.

Also enclosed is a certificate designating place of business or domicile for service of process within this State, naming agent upon whom process may be served. A telephone check with your office on June 14, 1995 indicated that the corporate name THE PORTNOY GROUP, INCORPORATED is not in use at this time.

A check is also enclosed in the amount of \$122.50 to cover the \$35.00 filing fee, the \$52.50 fee for the certified copy of the Certificate of Incorporation, and \$35.00 for designation of resident agent.

Best regards,

Susan M. Keller
Susan M. Keller

EFFECTIVE DATE
6-14-95

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
THE PORTNOY GROUP, INCORPORATED**

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TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be THE PORTNOY GROUP, INCORPORATED.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing as of the date of execution of these Articles of Incorporation.

ARTICLE III - PURPOSE

The general purposes for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida Corporation Act including without limitation, marketing services, consulting, advertising, promotional planning and wholesale and retail sales.

EFFECTIVE DATE

10-14-95

2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 10000 shares of common stock having \$1.00 par value, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, 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 non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial Registered Agent is:
Susan M. Keller, 1334 North Marcy Drive, Longwood, Florida
32750.

The street address of the initial office of this
corporation shall be 6615 Hidden Beach Circle, Orlando, Florida
32819.

ARTICLE VI - INITIAL OFFICERS

The names and street addresses of the initial officers of the
corporation, who shall hold office for the first year in existence
of this corporation or until their successors are elected or
appointed and have qualified, are:

<u>Name</u>	<u>Street Address</u>	<u>Offices</u>
J. Elias Portnoy	6615 Hidden Beach Circle Orlando, Florida 32819	PRESIDENT, VICE-PRESIDENT, and SECRETARY/TREASURER

ARTICLE VII - INITIAL DIRECTORS

This corporation shall consist of one (1) director initially. The
number of directors may be either increased or decreased from time
to time by the Bylaws but shall never be less than one (1). The
names and street addresses of the initial director of the
corporation, who shall hold office for the first year in existence
of this corporation or until his successors are elected or
appointed and have qualified, is:

<u>Name</u>	<u>Street Address</u>	<u>Office</u>
J. Elias Portnoy	6615 Hidden Beach Circle Orlando, Florida 32819	DIRECTOR

ARTICLE VIII - INCORPORATOR

The following is the name and street address of the incorporator to these Articles of Incorporation:

<u>Name</u>	<u>Street Address</u>
SUSAN M. KELLER	1334 NORTH MARCY DRIVE LONGWOOD, FLORIDA 32750

ARTICLE IX - BYLAWS

The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal bylaws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such bylaws.

ARTICLE X - PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the right, upon the sale (for cash or otherwise) of any new stock of the corporation or of any stock of the corporation held by it in its treasury or otherwise, whether or not said stock is of the same kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others.

ARTICLE XI - AMENDMENT

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

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
14th day of June, 1995.

Susan M. Keller (SEAL)
Susan M. Keller, Incorporator

STATE OF FLORIDA
COUNTY OF SEMINOLE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgements in the State and County aforesaid, personally appeared Susan M. Keller, who is/is not to me known to be the person described as the incorporator in and who produced a valid Florida Driver's License as identification and who executed the foregoing Articles of Incorporation, and acknowledged before me that said person subscribed to those Articles of Incorporation.

WITNESS by my hand and official seal in the County and State last aforesaid this 14th day of June, 1995.

(Notarial Seal)

Linda A. Sain
Notary Public, State of Florida
Commission No.:
My Commission Expires:
Print name: LINDA A. SAIN




CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE
FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING REGISTERED AGENT UPON WHOM
PROCESS MAY BE SERVED

PURSUANT to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That, THE PORTNOY GROUP, INCORPORATED, desiring 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 Orlando, County of Orange, State of Florida, has named its Registered Agent, Susan M. Keller, 1334 North Marcy Drive, Longwood, Florida 32750, County of Seminole, State of Florida, to accept service of process within this State.

ACKNOWLEDGEMENT

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 open said office.



Susan M. Keller

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95 JUN 19 AM 8:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA