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FILED

June 14, 1996

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dear Florida Department of State,

As incorporator of Magnolia Street, Inc. described in this letter, I am submitting a notarial Original copy and a Duplicate Original copy to you today.

In addition, I am enclosing the additional fee for a certified copy of the incorporation.

Enclosed is a check for \$122.50

Sincerely,



Timothy W. Greenwood

2880 Lemonwood Street  
Clearwater, FL 34619

EFFECTIVE DATE

6-14-96

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6/19/96

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ARTICLES OF INCORPORATION  
(FL§607.164)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

1. **Name.** The name of this corporation is  
**MAGNOLIA STREET, INCORPORATED.**
2. **Duration.** The period of its duration is perpetual.
3. **Purpose.** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.
4. **Capital Stock.** The corporation is authorized to issue 20,000,000 shares, consisting of three classes, i.e. 10,000,000 shares voting Common at \$.001 par value each, 5,000,000 shares of Class A Preferred Stock (voting and convertible to Common) with a \$.0001 per share par value and 5,000,000 shares Class B Preferred Stock (non-voting with preferential dividends) a par value of \$100.00.
5. **Initial Registered Office and Agent.** The name and address of the initial registered agent and office of this corporation is as follows:  
  
Timothy W. Greenwood, Registered Agent  
2880 Lemonwood St.  
Clearwater, FL 34619  
Tel: (813) 797-3663
6. **Initial Board of Directors.** This corporation shall have three directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than three.

EFFECTIVE DATE  
6-14-96

The names and addresses of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Timothy W. Greenwood	2880 Lemonwood St., Clearwater, FL 34619
Jeneva Greenwood	1824 W. Vine Dr., Ft. Collins, CO 8052114400
Treva Yang	5504 Huntington Dr., Santa Barbara, CA 93111

7. **Incorporator.** The name and address of the Incorporator signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Timothy W. Greenwood	2880 Lemonwood St. Clearwater, FL 34619

**8. Amend. nt of Articles.** This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**9. Cumulative Voting.** In any election of directors by the shareholders, each shareholder of record shall have the right to cumulate his shares and to give one candidate as many votes as the number of directors to be elected multiplied by the number of shares equals, or to distribute them on the same principle among as many candidates as he sees fit, provided however, that notice shall be given by any shareholder to the President or a Vice President of the corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to cumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the bylaws of the corporation.

**10. Non-resident Directors.** Directors need not be residents of this state or shareholders unless these Articles of Incorporation or Bylaws so require.

**11. Directors' Authority to Fix Compensation.** Directors shall have authority to fix the compensation unless provided in these Articles of Incorporation or Bylaws. (FL§607.111)

**12. Pre-emptive Rights.** Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

**13. Management of Corporation by Shareholders.** All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

**14. Director Quorum and Voting.** Only sixty percent (60%) of the directors shall constitute a quorum for a meeting of the directors of this corporation. If a quorum is present, the affirmative vote of sixty percent (60%) of the directors present or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of sixty percent (60%) of the directors present and voting, shall be the act of the Board of Directors.

**15. Director Conflict of Interest.**

A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors, or

2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders, or

3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

**16. Restriction on Authority to Mortgage or Pledge Assets.** The Board of Directors of the corporation may not authorize any mortgage or pledge of, or creation of a security interest in, any or all of the property and assets of the corporation for the purpose of securing the payment or performance of any obligation of the corporation, without obtaining prior shareholder approval of any and each such transaction by the vote or written consent of the holders of fifty-one percent (51%) of the shares of the corporation entitled to vote thereon and not otherwise.

**17. Meetings by Conference Telephone.** Members of the Board of Directors may participate in regular and annual meetings of the board of directors by means of conference telephone or similar communications equipment as provided by law but special meetings of the Board of Directors must be attended in person by each director. (FL§607.131(7)).

**18. Indemnification.** The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

**19. Amendment of Articles of Incorporation.** The power to adopt, alter, amend or repeal the Articles of Incorporation shall be vested in the Shareholders by sixty (60%) vote.

**20. Amendment of Bylaws.** The power to adopt, alter, amend or repeal the Bylaws of this corporation shall be vested in the Board of Directors by a sixty (60%) per cent vote.

**21. Shareholder Quorum and Voting.** Only sixty percent (60%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**22. Greater Voting Requirements for Shareholders.** The affirmative vote of sixty percent (60%) of the shares of this corporation entitled to vote thereon shall be required for the authorization of the following: mergers, acquisitions exceeding \$200,000, sales of assets exceeding \$100,000, and dissolution of the corporation.

23. **Limitation on Powers of Committees.** In addition to other limitations imposed by law, no committee of directors of this corporation shall have or exercise the power of the Board of Directors pursuant to FS§607.127(1) of the Florida Statutes.

24. **Voting Lists.** The officer or agent in charge of the stock transfer books for shares of a corporation shall make, at least ten (10) days before each meeting of shareholders, a complete list of the shareholders entitled to vote at such meeting or any adjournment thereof, with the address of and the number and class and series, if any, of shares held by each. Such list shall be kept on file at the registered office of the corporation, or at the office of the transfer agent or registrar of the corporation for a period of ten (10) days prior to such meeting, and shall be subject to inspection by any shareholder at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder at any time during the meeting.

25. **Removal of Directors.** At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of seventy-five (75%) of the shares then entitled to vote at an election of directors.

26. **Informal Action of Directors.** If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

27. **Power to Authorize Additional Classes of Stock.** The Board of Directors have the power to authorize the creation of additional classes of stock by the affirmative vote of the holders of sixty percent (60%) of the shares then entitled to vote.

28. **Commencement of Corporate Existence.** The date that corporate existence shall begin shall be June 14, 1996. This election is pursuant to FL§607.167.

29. **Principal Offices of the Corporation.** The principal office, mailing address, and registered agents office are one and the same. The new Corporation shall conduct and operate its business, receive all corporate communications, and service of process to the Registered Agent at the following address:

Magnolia Street, Inc.,  
2880 Lemonwood St.  
Clearwater, FL 34619  
Tel: (813) 797-3663

Timothy W. Greenwood, Registered Agent  
2880 Lemonwood St.  
Clearwater, FL 34619  
Tel: (813) 797-3663

30. **Registered Agent Acceptance.** By writing my signature below, I, Timothy W. Greenwood, Registered Agent for Magnolia Street, Inc., certify that, "I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation, pursuant to the Florida Statutes and General Corporation Act, regulating corporations".

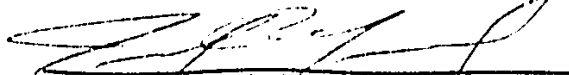
  
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Signature of Timothy W. Greenwood, Registered Agent

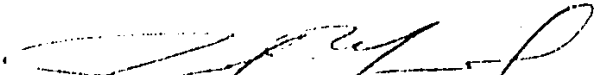
IN WITNESS WHEREOF, the undersigned Incorporator has executed these  
Articles of Incorporation this \_\_\_\_\_ day of \_\_\_\_\_, 19 \_\_\_\_\_

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

  
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Incorporator - Timothy W. Greenwood

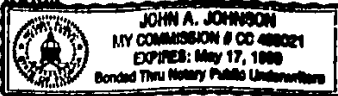
  
\_\_\_\_\_  
Registered Agent - Timothy W. Greenwood

STATE OF FLORIDA  
COUNTY OF Pinellas

BEFORE ME, the undersigned authority, personally appeared Timothy W. Greenwood, to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledges to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 16<sup>th</sup> day of June, 1996.

  
\_\_\_\_\_  
Notary Public, State of Florida



My Commission Expires: 5/17/99  
Printed Name of Notary: John A. Johnson  
Address: 1471 Beechwood St. Clearwater, FLA.  
County of Pinellas

