

P9600071848

1201 HAYS STREET
TAMPA, FL 33602-1107
(813) 222-9111
FAX (813) 222-9112

RECEIVED



96 AUG 28 PM 1:19

PROSECUTOR
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032 DIVISION OF CORPORATION

REFERENCE : 068568 80420A

AUTHORIZATION :

COST LIMIT : \$ 175. Patricia Pujot

ORDER DATE : August 28, 1996

ORDER TIME : 1:0 PM

ORDER NO. : 068568

200001934942

CUSTOMER NO: 80420A

CUSTOMER: Donald S. Rosenberg, esq
ROSENBERG REISMAN & STEIN

1 S.e. Third Avenue
Suite 2600
Miami, FL 33131

DOMESTIC FILING

NAME: LOST CLASSICS BOOK COMPANY

RESERVED
ON
3/28

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY NEED 2 COPIES
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis

EXAMINER'S INITIALS:

Handwritten initials and date: 8/29/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 AUG 29 AM 9:39

EFFECTIVE DATE

8/23/90

ARTICLES OF INCORPORATION
OF
LOST CLASSICS BOOK COMPANY

STATE OF FLORIDA
95 AM 9:30 AM 9:30

=====

These Articles of Incorporation are executed by the Undersigned in order to form a corporation for the purposes and with the powers hereinafter mentioned, under the laws of the State of Florida for the formation of corporations for profit.

I

The name of the corporation shall be:

LOST CLASSICS BOOK COMPANY

II

This corporation is organized for the purpose of engaging in the transaction of any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act, Chapter 607, Florida Statutes, and may do and perform any and all acts and deeds lawful to be done and performed by corporations under said law.

III

The corporation shall have all rights, powers and privileges presently or hereafter granted to or conferred upon corporations by and under the general corporation laws of the State of Florida.

IV

The corporation is authorized to issue ONE HUNDRED (100) shares of stock. Each share shall have a par value of TEN and NO/100 (\$10.00) DOLLARS and all of said shares shall be common stock. Said shares may be issued pursuant to such plan as may be adopted by the Board of Directors of the corporation to qualify the shares as Internal Revenue Code Section 1244 shares.

V

The corporation shall have perpetual existence.

VI

The principal office and mailing address of the corporation shall be P. O. Box 3429, Lake Wales, Florida 33859-3429.

VII

The initial registered office of the corporation shall be located at Suite 2600, One Southeast 3rd Avenue, Miami, Florida 33131, and Donald S. Rosenberg shall be the registered agent of the corporation.

VIII

The name and address of the incorporator of the corporation and subscriber to these Articles of Incorporation is: Donald S. Rosenberg of Rosenberg, Reisman & Stein, Suite 2600, One Southeast 3rd Avenue, Miami, Florida 33131.

IX

The number of Directors of the corporation shall be no less than (2), the exact number to be determined by the By-Laws or by special vote of the stockholders. Initially, the Board shall consist of two (2) members.

X

The names and addresses of the initial members of the Board of Directors are:

GEORGE D. O'NEILL, JR. P. O. Box 3429
Lake Wales, FL 33859-3429

AMY W. O'NEILL P. O. Box 3429
Lake Wales, FL 33859-3429

Subject to the laws of the State of Florida, the first Directors shall hold office until their successors are elected and have qualified.

XI

The officers of the corporation, who shall be elected by the Board of Directors, shall consist of a President, Secretary and Treasurer, with as many Vice Presidents or Assistant Secretary/Treasurers or other officers as may be described in the By-Laws of the corporation or appointed by the Board of Directors. The same person may simultaneously hold more than one office.

XII

The initial offices and officers of the corporation shall be the following:

GEORGE D. O'NEILL, JR.- President/Secretary

AMY W. O'NEILL - Vice President/Treasurer

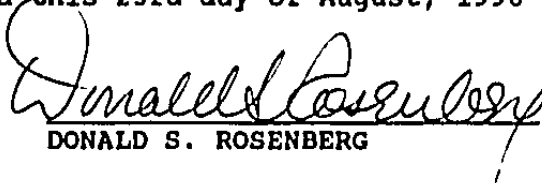
XIII

Every Director and Officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, imposed upon or reasonably incurred by him or her in connection with any proceeding to which he or she may be a party, or in which he or she may become involved, by reason of his or her being or having been a director or officer of the corporation, whether or not he or she is a director or officer at the time such expenses and liabilities are imposed or incurred, except in such cases in which the director or officer seeking indemnification is adjudged guilty of willful misconduct or gross negligence. If any claim for reimbursement or indemnification hereunder is based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification hereunder shall apply only if the Board of Directors approves such settlement as being in the best interests of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any other right to which such director or officer may be entitled.

XIV

The commencement date of the existence of this corporation shall be the date of subscription of this Certificate of Incorporation if such date is within five business days prior to the date of filing of this Certificate in the office of the Secretary of State of Florida, otherwise the commencement date shall be the date of such filing.

IN WITNESS WHEREOF, this Certificate has been subscribed in duplicate by the Undersigned this 23rd day of August, 1996


(SEAL)
DONALD S. ROSENBERG

The Undersigned hereby accepts appointment as the Registered Agent of LOST CLASSICS BOOK COMPANY.


(SEAL)
DONALD S. ROSENBERG

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 AUG 23 AM 9:38

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
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800-342-8086



networks

PRENTICE HALL
LEGAL & FINANCIAL SERVICES

P96000071848

RECEIVED
6 OCT -2 AM 11:26
DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032 80420A
REFERENCE : 106403
AUTHORIZATION : Patricia Pijuta
COST LIMIT : \$ 87.50

ORDER DATE : October 2, 1996
ORDER TIME : 10:06 AM
ORDER NO. : 106403
CUSTOMER NO: 80420A

file 1st

000001962740

CUSTOMER: Donald S. Rosenberg, esq
Rosenberg Reisman & Stein
1 S.e. Third Avenue
Suite 2600
Miami, FL 33131

DOMESTIC AMENDMENT FILING

NAME: LOST CLASSICS BOOK COMPANY

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS: *JK*

FILED
96 OCT -2 PM 1:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Mike Klunk

10/2/96

**AMENDMENT TO ARTICLES OF INCORPORATION
OF
LOST CLASSICS BOOK COMPANY**

The name of this Corporation is LOST CLASSICS BOOK COMPANY, an existing Florida corporation, whose Articles of Incorporation were duly filed on August 28, 1996, with the Florida Department of State, Document No. P96000071848. The Corporation is active and in good standing, having paid all fees due to the Florida Department of State. Said Articles of Incorporation be and the same are hereby amended as follows:

Article I in the original Charter is deleted and the following is substituted as the new Article I:

"ARTICLE I

The name of the corporation shall be:

MERIWETHER, INC.."

This Amendment to Articles of Incorporation was unanimously adopted on September 13, 1996, by the Directors and the sole Stockholder at a duly held Special Meeting.

Except as expressly amended hereby, said Articles of Incorporation shall remain in full force and effect as written.

IN WITNESS WHEREOF, this Amendment to the Articles of Incorporation of LOST CLASSICS BOOK COMPANY has been executed this 13th day of September, 1996.

LOST CLASSICS BOOK COMPANY (SEAL)

By: George D. O'Neill, Jr.
GEORGE D. O'NEILL, JR.
President

96 OCT -2 PM 1:37
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA