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TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 220606 4319916

AUTHORIZATION : *Patricia Pujols*

COST LIMIT : \$ 70.00

ORDER DATE : January 13, 1997

ORDER TIME : 10:30 AM

ORDER NO. : 220606-005

CUSTOMER NO: 4319916

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CUSTOMER: Claire F. O'brien, Esq
DAVIDSON, DAWSON & CLARK

330 Madison Avenue

New York, NY 10017

DOMESTIC FILING

NAME: AAGE W. SCOTT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS

PH
1/14/97

ARTICLES OF INCORPORATION

OF

AAGE W. SCOTT, INC.

97 JUN 14 PM 2:32

TALLAHASSEE, FLORIDA

The undersigned, being an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is AAGE W. SCOTT, INC.

SECOND: The street address of the principal office of the corporation is 1711 Thornberry Circle, Palm City, Florida 34990-4459.

THIRD: The total number of shares which the corporation shall have authority to issue is eleven thousand (11,000) shares.

1. Preferred Stock. Ten thousand (10,000) of the shares that the corporation has authority to issue constitute a separate and single class of shares known as Preferred Stock, which shall be without par value. The Preferred Stock may be issued as and when the Board of Directors shall determine and shall entitle the holders thereof to receive a quarterly non-cumulative cash dividend at the rate of Fifty Dollars (\$50.00) per share, out of the corporation's annual surplus net earnings, payable within thirty (30) days after the end of each quarter of the corporation's fiscal year and before any dividend shall be set apart or paid on the Common Stock; provided however, that whenever a dividend is paid on the Preferred Stock the directors shall have power in their discretion to declare and pay a dividend out of surplus for a like period on the Common Stock.

2. Common Stock. All of the remaining one thousand (1,000) shares that the corporation has authority to issue constitute a separate and single class of shares known as Common Stock, which shall be without par value, and which shall all have the same preferences, limitations and relative rights.

3. Voting Rights. Except as provided by law or by this subparagraph (3), the holders of record of the Common Stock shall have the exclusive voting rights of the corporation. The Preferred Stock shall have no voting power unless and until three quarterly dividends declared and payable thereon shall be in default. Immediately upon the happening of three such quarterly defaults, and thereafter until all such defaults and all defaults subsequent thereto shall have been cured, the Common Stock shall have no voting power in the election of directors, and the entire

voting power in the election of directors shall become and remain vested exclusively in the Preferred Stock. However, if and when all the defaulted dividends shall thereafter be paid in full, the voting power in the election of directors shall again be vested exclusively in the Common Stock, subject to being re-vested in the event of any similar default in the future.

At all shareholders' meetings, except as otherwise expressly provided in these Articles, each share of Common Stock of the corporation shall be entitled to one vote, and in cases where the holders of Preferred Stock are entitled to vote, each share of Preferred Stock shall be entitled to one vote.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is c/o 1711 Thornberry Circle, Palm City, Florida 34990-4459.

The name of the initial registered agent of the corporation at said registered office is Aage W. Scott.

The written acceptance of said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Aage W. Scott	1711 Thornberry Circle Palm City, FL 34990-4459

SIXTH: The duration of the corporation shall be perpetual.

SEVENTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or

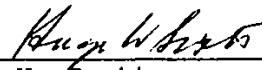
agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Signed on January 13, 1997



Aage W. Scott

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Aage W. Scott

Date: January 13, 1997

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