

P97000109109



ACCOUNT NO. : 072100000032

REFERENCE : 654384 4307842

AUTHORIZATION : *Patricia Pujate*

COST LIMIT : \$ 122.50

ORDER DATE : December 31, 1997

ORDER TIME : 10:34 AM

ORDER NO. : 654384-005

CUSTOMER NO: 4307842

100002387031--3

CUSTOMER: Ms. Haley Watkins  
MARTIN ADE BIRCHFIELD &  
MICKLER, P.A.  
One Independent Dr., Ste 3000  
Post Office Box 59  
Jacksonville, FL 32201

DOMESTIC FILING

NAME: LIBERATOR CORP.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Glisar

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
97 DEC 31 PM 1:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Dmc*  
*12/31/97*

ARTICLES OF INCORPORATION **FILED**

OF

97 DEC 31 PM 1:40

LIBERATOR CORP.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation shall be Liberator Corp., and it is hereinafter referred to as the "Corporation".

ARTICLE II

PURPOSES, OBJECTS AND POWERS

The purpose and object of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

INITIAL PRINCIPAL OFFICE

The initial principal office of the Corporation shall be 7801 S.E. 58th Avenue, Ocala, Florida 34480 and the initial mailing address shall be P.O. Box 1476, Ocala, Florida 34478-1476.

ARTICLE IV

REGISTERED OFFICE AND AGENT

The address of the Corporation's registered office in the state of Florida is 7801 S.E. 58th Avenue, Ocala, Florida 34480. The name of the Corporation's registered agent at such address is Dirk J. Leeward.

ARTICLE V

CAPITAL STOCK

The Corporation shall have authority to issue one thousand (1,000) shares of common voting stock, \$0.01 par value per share.

ARTICLE VI

INCORPORATOR

The name and mailing address of the incorporator is:

<u>Incorporator</u>	<u>Mailing Address</u>
Dirk J. Leeward	P.O. Box 1476 Ocala, Florida 34478-1476

ARTICLE VII

AMENDMENT TO BYLAWS

In furtherance and not in limitation of the powers conferred by the laws of the state of Florida, the Board of Directors of the Corporation is expressly authorized to make, alter and repeal the bylaws of the Corporation, subject to the power of the stockholders of the Corporation to alter or repeal any bylaw whether adopted by them or otherwise.

ARTICLE VII

DIRECTORS' LIABILITY

A director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act as the same exists or may hereafter be amended. Any amendment, modification or repeal of the foregoing sentence shall not adversely affect any right or protection of a director of the Corporation hereunder in respect of act or omission occurring prior to the time of such amendment, modification or repeal.

IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has set his hand and seal this 30<sup>th</sup> day of December, 1997.

  
\_\_\_\_\_  
Dirk J. Leeward, Incorporator

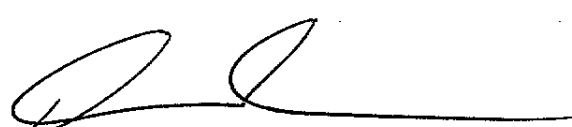
CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF **FILED**  
REGISTERED AGENT OF  
LIBERATOR CORP.

97 DEC 31 PM 1:40

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Sections 48.091 and 607.0501, Florida Statutes,  
the undersigned, having been designated as the initial Registered  
Agent for the service of process within the State of Florida upon  
Liberator Corp., a corporation organized under the laws of the  
State of Florida, does hereby accept the appointment as such  
Registered Agent for the above-named corporation, and does hereby  
agree to comply with the provisions of Section 48.091(2) relative  
to keeping open the Registered Office of said corporation, which  
Registered Office is located at 7801 S. E. 58th Ave., Ocala,  
Florida 34480.

IN WITNESS WHEREOF, I, such designated Registered Agent, have  
hereunto set my hand and seal in Ocala, Marion County, Florida, on  
this 30<sup>th</sup> day of December, 1997.

  
\_\_\_\_\_  
Dirk J. Leeward  
Registered Agent