

P95000066515  
DARYL B. CRAMER, P.A.

ATTORNEY AT LAW  
ONE CHURCH STREET  
250 MONROVIA AVENUE SOUTH SUITE 201  
WEST PALM BEACH, FLORIDA 33411-5010  
TEL 407/659-7005  
FAX 407/659-0101

ADMINISTRATIVE  
TEL 407/659-7006  
FAX 407/659-7007

55 AUG 28 AM 6:32  
RECEIVED  
TALLAHASSEE, FLORIDA

August 25, 1995

Florida Department of State  
Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

VIA FEDERAL EXPRESS

9000001571439  
-08/28/95--01078--017  
\*\*\*\*122.50 \*\*\*\*122.50

Re: It's Meant to B, Inc.

Gentlemen:

Enclosed please find, in duplicate, original executed Articles of Incorporation for It's Meant to B, Inc. Also enclosed is a check in the amount of \$122.50 payable to the Secretary of State to cover your filing fees and a certified copy.

Please process this filing immediately and return the certified copy to the undersigned in the envelope provided herewith.

Very truly yours,

Daryl B. Cramer

DBC/djs  
enclosures

cc: Mr. and Mrs. Peter Leibowitz  
Mrs. Carol Fleisher

ARTICLES OF INCORPORATION  
OF  
IT'S MEANT TO B, INC.

The undersigned hereby establishes the following for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

ARTICLE I  
Name of Corporation

The name of this Corporation shall be IT'S MEANT TO B, INC. (the "Corporation").

ARTICLE II  
Mailing Address

The mailing address of the Corporation is 873 Donald Ross Road, Juno Beach, Florida 33408.

ARTICLE III  
Purpose

This Corporation is organized for the following purposes:

(a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto.

(b) For the purpose of transacting any or all lawful business.

(c) To do any and everything pertinent to the above.

ARTICLE IV  
Capital Stock

This Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

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FLORIDA

ARTICLE V  
Preemptive Rights

Every Shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI  
Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VII  
Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is c/o Daryl B. Cramer, P.A., One Clearlake Centre, 250 Australian Avenue South, Suite 201, West Palm Beach, Florida 33401, and the name of the initial registered agent of this Corporation at that address is Daryl B. Cramer, Esq.

ARTICLE VIII  
Board of Directors

This Corporation shall have three (3) director initially. The number of directors may either be increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one (1).

The names and addresses of the initial directors of this Corporation are as follows:

Barbara A. Leibowitz	873 Donald Ross Road Juno Beach, Florida 33408
Carol Fleisher	873 Donald Ross Road Juno Beach, Florida 33408
Peter I. Leibowitz	873 Donald Ross Road Juno Beach, Florida 33408

ARTICLE IX  
Bylaws

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X  
Indemnification


The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XI  
Incorporator

The name and address of the person signing these Articles is as follows:

Daryl B. Cramer  
Daryl B. Cramer, P.A.  
One Clearlake Centre  
250 Australian Avenue South, Suite 201  
West Palm Beach, Florida 33401

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25th day of August, 1995.

  
\_\_\_\_\_  
Daryl B. Cramer, Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

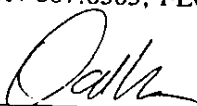
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES  
FOLLOWING IS SUBMITTED

THAT IT'S MEANT TO B, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER  
THE LAWS OF THE STATE OF FLORIDA, WITH ITS INITIAL REGISTERED OFFICES  
BEING c/o DARYL B. CRAMER, P.A., ONE CLEARLAKE CENTRE, SUITE 201, WEST  
PALM BEACH, FLORIDA 33401 HAS NAMED DARYL B. CRAMER, ESQ., LOCATED  
AT DARYL B. CRAMER, P.A., ONE CLEARLAKE CENTRE, SUITE 201, WEST PALM  
BEACH, FLORIDA 33401, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN  
FLORIDA.

  
DARYL B. CRAMER, Incorporator

Dated: August 25, 1995

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF  
PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED  
IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I  
FURTHER AM FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS OF  
ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY  
DUTIES, INCLUDING THE PROVISIONS OF SECTION 607.0505, FLORIDA STATUTES.

  
DARYL B. CRAMER, Registered Agent

Dated: August 25, 1995

100 HAYS STREET  
TALLAHASSEE, FL 32301  
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904 224 1712  
904 224 1713  
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SECRET  
TALLAHASSEE, FL 32301

ALL INFORMATION CONTAINED HEREIN IS UNCLASSIFIED

DATE 08-11-2001 BY 60322 UCBAW

APPROPRIATELY MARKED

FOR RELEASE TO THE PUBLIC

PLEASE RETURN THE FOLLOWING TO THE OFFICE OF THE ATTORNEY GENERAL

RECEIVED BY THE OFFICE OF THE ATTORNEY GENERAL

ALL INFORMATION CONTAINED HEREIN IS UNCLASSIFIED

DATE 08-11-2001 BY 60322 UCBAW

\*\*\*\*\*  
100 HAYS STREET  
TALLAHASSEE, FL 32301  
\*\*\*\*\*

NAME: [REDACTED]  
TITLE: [REDACTED]  
ADDRESS: [REDACTED]  
CITY: [REDACTED]  
STATE: [REDACTED]  
ZIP: [REDACTED]

PLEASE RETURN THE FOLLOWING TO THE OFFICE OF THE ATTORNEY GENERAL

NAME: [REDACTED] TITLE: [REDACTED]

NAME: [REDACTED] TITLE: [REDACTED]  
RECEIVED BY THE OFFICE OF THE ATTORNEY GENERAL

PLEASE RETURN THE FOLLOWING TO THE OFFICE OF THE ATTORNEY GENERAL

NAME: [REDACTED]  
TITLE: [REDACTED]  
ADDRESS: [REDACTED]

N. HENDRICKS NOV - 3 1995

NAME: [REDACTED] TITLE: [REDACTED]  
RECEIVED BY THE OFFICE OF THE ATTORNEY GENERAL



FLORIDA DEPARTMENT OF STATE  
Sandra B. Northam  
Secretary of State

October 31, 1995

CSC NETWORKS  
TALLAHASSEE, FL

SUBJECT: IT'S MEANT TO B, INC.  
Ref. Number: P95000066515

*resubmitting -  
Please give  
original date  
Thanks,  
Canna*

We have received your document for IT'S MEANT TO B, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6903.

Nancy Hendricks  
Corporate Specialist

Letter Number: 995A00048726

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ARTICLES OF AMENDMENT  
OF  
IT'S MEANT TO B, INC.

The provisions of the Articles of Incorporation of It's Meant to B, Inc., a Florida corporation (the "Corporation"), filed with the Department of State, State of Florida on August 28, 1995, are hereby amended as follows:

Article IV shall be deleted and the following inserted in lieu thereof:

ARTICLE IV

Capital Stock

This Corporation is authorized to issue one thousand (1,000) shares of One Dollar (\$1.00) par value voting common stock and one thousand (1,000) shares of One Dollar (\$1.00) par value nonvoting common stock. The nonvoting common stock shall have identical rights to the voting common stock; provided, however, the nonvoting common stock shall have no right to vote, except as otherwise required by law.

The foregoing amendments were adopted by the Board of Directors of the Corporation on the 30<sup>th</sup> day of October, 1995. The number of votes cast for the amendment by the directors was sufficient for approval. Pursuant to Section 607.1005, Florida Statutes, shareholder action was not required.

IN WITNESS WHEREOF, the undersigned Director of this Corporation has executed these Articles of Amendment this 30 day of October, 1995.

IT'S MEANT TO B, INC.

By:   
BARBARA A. LEIBOWITZ, Director