

Andrew L. Reiff, P.A.

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P.O. Box 1059

ORLANDO, FLORIDA 32802-1059

March 24, 2000

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Secretary Of State
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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Re: GRANNY NANNIES HOLDINGS, INC.
(Articles Of Incorporation)

FILED
00 MAR 27 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Gentlemen:

I am enclosing herewith an original and a copy of the Articles Of Incorporation of GRANNY NANNIES HOLDINGS, INC. In addition, my operating account check number 5366 in the amount of \$78.75 is enclosed, which represents the filing fee.

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned. Your prompt attention to this matter is appreciated.

Sincerely,


Andrew L. Reiff

ALR/mc
Enclosures

CC.
3.30.00

FILED

ARTICLES OF INCORPORATION

00 MAR 27 PM 2:16

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GRANNY NANNIES HOLDINGS, INC.

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

ARTICLE I

NAME

The name of this corporation is GRANNY NANNIES HOLDINGS, INC.

ARTICLE II

DURATION

The period of its duration is perpetual.

ARTICLE III

PURPOSE

The purpose is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

CAPITAL STOCK

The total number of shares of capital stock which the corporation shall have the authority to issue is as follows:

A. Class A Stock: 30,000 shares of voting common stock having a par value of \$.01 per share.

B. Class B Stock: 30,000 shares non-voting Class B stock having a par value of \$.01 each share.

C. Dissolution, Liquidation: In the event of the dissolution, whether voluntary or involuntary, liquidation, distribution of assets, or winding up of the corporation, the holders of Class A stock and Class B stock shall be paid an amount equal to their combined percentage of ownership.

D. Cumulative Dividends: Dividends for Class B Shareholders shall at no time be entitled to receive payment of any dividends declared and paid in any prior given year or in any future year, unless specifically decided by the Board of Directors.

The Class B Shareholder's rights to dividends are noncumulative whether or not there are earnings.

E. Redemption and Shareholders' Agreement: The Class B shares will be subject to the right of redemption or involuntary reacquisition of the Class B shares, the right of first refusal and other restrictions as outlined in the Shareholders' Agreement that each Shareholder of Class B stock will be required to execute, which shall be approved by the Board of Directors.

F. Voting rights as set forth in the Articles and Bylaws shall refer to Class A Shareholders. Class B Shareholders will be subject to the voting quorums set forth in the Bylaws and Articles for any vote which the Class B Shareholders is required to vote pursuant to Chapter 607 of the Florida Statutes.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The name and address of the registered agent and registered office of this corporation shall be as follows:

ANDREW L. REIFF
135 W. Central Blvd. Southtrust Bank Bldg.
Suite 720
Orlando, Florida 32801

ARTICLE VI

PRINCIPAL ADDRESS AND MAILING ADDRESS OF THE CORPORATION

The principal address mailing address of the corporation is 222 S. Westmonte Dr., Suite #205, Altamonte Springs, Florida 32714.

VII

INITIAL BOARD OF DIRECTORS

This corporation shall have one (4) 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 one (1).

The name and address of the initial directors of this corporation are:

ROBERT D. HODGSON
KIRSTEN M. HODGSON
282 Eaglet Way
Lake Mary, Florida 32746

WILLIAM E. HODGSON, JR.
MARILYN J. HODGSON
30 Faith Drive
Hampstead, New Hampshire 03841

ARTICLE VIII

INCORPORATORS

The names and addresses of the Incorporator signing these Articles of Incorporation is:

ROBERT D. HODGSON
282 Eaglet Way
Lake Mary, Florida 32746

ARTICLE IX

DIRECTORS' AUTHORITY TO FIX COMPENSATION

Directors shall have authority to fix the compensation of the officers of this corporation.

ARTICLE X

DIRECTOR CONFLICT OF INTEREST

A. No contract or other transaction between the corporation and one or more of its directors, or between the 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 either be 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 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.

ARTICLE XI

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 in the bylaws of this corporation.

ARTICLE XII

SHAREHOLDERS QUORUM AND VOTING

A majority of the shares entitled to vote, represented in person or proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the actions by the shareholders will be approved if the affirmative or "yes" votes exceed the negative or "no" votes.

ARTICLE XIII

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 as required in the Bylaws.

ARTICLE XIV

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 writing 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.

ARTICLE XV

EFFECTIVE DATE OF INCORPORATION


This corporation shall be deemed to have come into existence on date of filing.

ARTICLE XVI

AMENDMENT OF ARTICLES

The power to adopt, alter, amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto shall be vested in the Board of Directors and Stockholders provided that such amendment be in compliance with the laws of Florida governing a Florida corporation.

IN WITNESS WHEREOF, the undersigned has executed these Articles Incorporation, this 24th day of March, 2000.


ROBERT D. HODGSON
Sole-Incorporator

STATE OF FLORIDA

COUNTY OF Orange

The foregoing instrument was acknowledged before me this 24th day of March, 2000, by ROBERT D. HODGSON, who is personally known to me or has produced N/A as identification.

NOTARY PUBLIC:

sign 


print Andrew L. Reiff

State of Florida at Large (Seal)
My Commission Expires:



Andrew L. Reiff
My Commission CC829774
Expires April 23, 2001

THE UNDERSIGNED hereby accepts the office of Registered Agent, and shall accept service of process on behalf of the corporation at 135 W. Central Blvd., Southtrust Bank Bldg. Suite 720, Orlando, Florida 32801, and further agrees to comply with the provisions of the Florida Statutes relative to keeping up said office.


ANDREW L. REIFF
Registered Agent

STATE OF FLORIDA
COUNTY OF ORANGE


24th day of March, 2000, by ANDREW L. REIFF, who is personally known to me or has produced N/A as identification.

NOTARY PUBLIC:

sign Milly Candelaria

print MILLY CANDELAIRIA

State of Florida at Large (Seal)
My Commission Expires:

 Milly Candelaria
My Commission CC729732
Expires March 31, 2002

FILED
00 MAR 27 PM 2:16
SEAL OF STATE
TALLAHASSEE, FLORIDA