

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

*PO000047115*

*Incl Pete, Inc*

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\*\*\*\*\*87.50 \*\*\*\*\*87.50

*\*File first\**

Signature \_\_\_\_\_

Requested by: *LS*

Name

Date

Time

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

<input checked="" type="checkbox"/>	Art of Inc. File _____	<div>RECEIVED</div> <div>00 MAY 11 AM 9:50</div> <div>DEPARTMENT OF STATE DIVISION OF CORPORATIONS TALLAHASSEE, FLORIDA</div>
_____	LTD Partnership File _____	
_____	Foreign Corp. File _____	
_____	L.C. File _____	
_____	Fictitious Name File _____	
_____	Trade/Service Mark _____	
_____	Merger File _____	
_____	Art. of Amend. File _____	
_____	RA Resignation _____	
_____	Dissolution / Withdrawal _____	
_____	Annual Report / Reinstatement _____	<div>FILED</div> <div>00 MAY 11 PM 1:36</div> <div>SECRETARY OF STATE TALLAHASSEE, FLORIDA</div>
<input checked="" type="checkbox"/>	Cert. Copy _____	
_____	Photo Copy _____	
<input checked="" type="checkbox"/>	Certificate of Good Standing _____	
_____	Certificate of Status _____	
_____	Certificate of Fictitious Name _____	
_____	Corp Record Search _____	
_____	Officer Search _____	
_____	Fictitious Search _____	
_____	Fictitious Owner Search _____	
_____	Vehicle Search _____	
_____	Driving Record _____	
_____	UCC 1 or 3 File _____	
_____	UCC 11 Search _____	
_____	UCC 11 Retrieval _____	
_____	Courier _____	

**SMITH MAY 11 2000**

**ARTICLES OF INCORPORATION**

**OF**

**UNCLE peTe, Inc.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE 1**

The name of the corporation shall be UNCLE peTe, Inc., a Florida corporation.

**ARTICLE 2**

This corporation shall have perpetual existence until dissolved by law.

**ARTICLE 3**

The general purpose of the corporation is to transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**ARTICLE 4**

The principal place of business and mailing address of this corporation shall be:

6400 North Andrews Avenue

Ft. Lauderdale, Florida 33309

**ARTICLE 5**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand Shares (1,000) of common stock with a par value of ONE (\$1.00) Dollar per share.

Each Stockholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of:

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(1) Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property, or leases thereof; or

(2) Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

#### ARTICLE 6

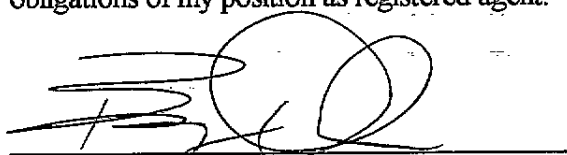
The name and address of the initial registered agent is:

Bryan W. Duke, Esq.

6400 North Andrews Avenue, 5th Floor

Ft. Lauderdale, Florida 33309

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.

A handwritten signature in black ink, appearing to be "Bryan W. Duke", written over a horizontal line.

Bryan W. Duke, Esq.  
Registered Agent

#### ARTICLE 7

The number of Directors constituting the initial Board of Directors of the Corporation is one (1) and his name and address is as follows:

Terry W. Stiles

6400 N.Andrews Avenue

Fort Lauderdale, Florida 33309

#### ARTICLE 8

The name and address of the incorporator to these Articles of Incorporation is:

Bryan W. Duke, Esq.

6400 North Andrews Avenue, 5th Floor

Ft. Lauderdale, Florida 33309

#### ARTICLE 9

The initial officers of the Corporation as appointed by the Board of Directors shall be:

President	Terry W. Stiles
Vice President/Treasurer	Tresa Stiles
Secretary	Bryan Duke

#### ARTICLE 10

No contract or other transaction between the Corporation and any other corporation, and no act of the Corporation shall be affected in any way or invalidated by the fact that any of the Directors of the Corporation are pecuniarily or otherwise interested in, or are Directors or officers of, such other corporation. Any Director individually, or any firm which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he or such firm is related by virtue of such attribution, shall be

disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon such contract or transaction shall be taken; and any Director of the Corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such Director or officer of such other Corporation or not so interested.

#### ARTICLE 11

A. Stockholder Agreements: The Corporation and its Stockholders or the Stockholders among themselves, may enter into agreements, restricting the transferability or encumbrance of the stock of the Corporation. Such agreements may confer upon the Corporation or the Stockholders, or both an option of first refusal or mandatory purchase in the event of such transfer or encumbrance. Such agreements may include such restrictions during the lifetime or upon the death or legal incompetence of any Stockholder. Nothing in the Articles of Incorporation or the By-Laws shall be construed to authorize a transfer of such stock upon the books of the Corporation in violation of such agreements.

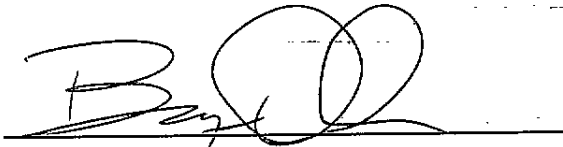
B. Indemnification of Directors and Officers. The Corporation shall indemnify any Director or Officer who by virtue of his being a Director or Officer of this Corporation, is made a party to any action or proceeding, except when such Director or Officer is adjudicated guilty of malfeasance in the discharge of his duties to the Corporation. Indemnification shall be for all reasonable expenses incurred as a result of such action or proceeding.

C. Director's Liability: No Director shall be liable to the Corporation for any loss or damage suffered on account of any action taken or omitted in good faith, if such Director exercised the same degree of care that a prudent man would have exercised in the conduct of his own affairs. In any

action or proceeding brought by or on behalf of the Corporation against a Director, which results in a decision in favor of the Director, the Corporation shall reimburse the Director for all reasonable expenses incurred by him in the course of the action or proceedings.

ARTICLE 12

These Articles of Incorporation may be amended upon approval by a vote of Fifty-One percent (51%) of the stock entitled to vote at a duly called shareholders meeting.

  
Bryan W. Duke, Esq.  
Incorporator and Registered Agent

Dated: May 9, 2000

00 MAY 11 PM 1:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA