

P00000054196

RAMITIAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Youth Underground, Inc.  
(Proposed corporate name - must include suffix)

700003182167--4  
-03/23/00--01119--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$70.00  
Filing Fee

\$78.75  
Filing Fee  
& Certificate of Status

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

FROM: Wendell R. Bird, P.C.; Bird & Associates, P.C.  
Name (Printed or typed)

1150 Monarch Plaza, 3414 Peachtree Road NE  
Address

Atlanta, Georgia 30326  
City, State & Zip

404-264-9400  
Daytime Telephone number

00 JUN - 5 AM 9:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

NOTE: Please provide the original and one copy of the articles.

8  
~~XXXXXXXXXXXXXXXXXXXX~~

T BROWN JUN - 5 2000



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

March 28, 2000

WENDELL R. BIRD, P.C.  
BIRD & ASSOCIATES, P.C.  
1150 MONARCH PLAZA, 3414 PEACHTREE ROAD  
ATLANTA, GA 30326

SUBJECT: YOUTH UNDERGROUND, INC.  
Ref. Number: W00000008246

We have received your document for YOUTH UNDERGROUND, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of 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 (850) 487-6933.

Teresa Brown  
Corporate Specialist

Letter Number: 900A00017082

**ARTICLES OF INCORPORATION**  
**OF**  
**YOUTH UNDERGROUND, INC.**

**FILED**  
00 JUN -5 AM 9:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I. NAME**

The name of the corporation is:

Youth Underground, Inc.

**ARTICLE II. PRINCIPAL OFFICE**

The address of the initial principal place of business of the corporation and its mailing address shall be 1900 Summit Tower Blvd., Suite 770, Orlando, Florida 32810.

**ARTICLE III. DURATION**

The period of the corporation's duration is perpetual. The corporation is organized pursuant to the provisions of the Florida Business Corporation Act.

**ARTICLE IV. PURPOSE**

The purposes for which the corporation is organized are to engage in any lawful business activity for which corporations may be organized, and any activity in which corporations are not prohibited, under the Florida Business Corporation Act and other Florida laws.

The corporation shall have all the powers and rights exercisable by a Florida corporation, including the powers specifically enumerated in Section 607.0302 of the Florida Act as amended from time to time.

#### **ARTICLE V. CAPITALIZATION**

The aggregate number of shares that the corporation is authorized to have outstanding at any one time is 1,000,000 shares of common stock. Such stock shall have a par value of \$0.01 per share. The board of directors shall have the authority to establish series and fix and determine variations in the relative rights and preferences as between series.

No shareholder of the corporation shall, because of his ownership of stock, have any preemptive right or the right to purchase, subscribe for, or take any part of any stock or (although none of the following has as yet been created or authorized) any part of any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase the stock of the corporation after its incorporation. Any part of the capital stock and (if any of the following were in the future created or authorized) any part of the notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase stock of the corporation, authorized by these Articles of Incorporation or by Articles of Amendment duly filed, may at any time be issued, optioned for sale, or sold or disposed of by the corporation pursuant to resolution of its board of directors upon such terms as may seem proper to the board without first offering such stock or securities or any part thereof to the existing shareholders.

#### **ARTICLE VI. COMMENCING BUSINESS**

The corporation shall not commence business until it has received appropriate payment for the issuance of shares of its stock.

**ARTICLE VII. REGISTERED OFFICE AND AGENT**

The initial registered office of the corporation shall be at 1900 Summit Tower Blvd., Suite 770, Orlando, Florida 32810. The initial registered agent of the corporation shall be Robert Baker.

**ARTICLE VIII. BOARD OF DIRECTORS**

The number of directors shall be such number as is fixed in the bylaws of the corporation. The directors constituting the initial board of directors, and their names and addresses, are the following:

John Offerdahl  
3016 Birkdale Street  
Ft. Lauderdale, FL 33332

Lynn Offerdahl  
3016 Birkdale Street  
Ft. Lauderdale, FL 33332

Robert Baker  
978 Glenmeadow Drive  
Winter Garden, Florida 34787-2219

Subject to the limitations of Section 607.06401(3), the board of directors may, from time to time in its discretion, distribute a portion of the corporation's assets to the shareholders out of the capital surplus of the corporation.

**ARTICLE IX. INCORPORATOR**

The name and the address of the incorporator is as follows:

Wendell R. Bird  
Bird & Associates  
1150 Monarch Plaza  
3414 Peachtree Road, N. E.  
Atlanta, Georgia 30326

## **ARTICLE X. LIMITATION OF LIABILITY**

The personal liability is hereby eliminated of a director to the corporation or its shareholders for monetary damages for any breach of duty of care or other duty as a director, provided that this provision shall not eliminate or limit the liability of a director: (A) for a violation of the criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful; (B) for a transaction from which the director derived an improper personal benefit; (C) for actions that constitute a circumstance under which the liability provisions of Section 607.0834 are applicable; (D) for willful misconduct or a conscious disregard for the best interests of the corporation in a proceeding by or in the right of the corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder; and provided that this provision shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date when this provision becomes effective, which is the date of incorporation.

In discharging the duties of their respective positions and in determining what is believed to be in the best interests of the corporation, the board of directors, committees of the board of directors, and individual directors, in addition to considering the effects of any action on the corporation or its shareholders, may consider the interests of the employees, customers, suppliers, and creditors of the corporation and its subsidiaries, the communities in which offices or other establishments of the corporation and its subsidiaries are located, and all other factors that such directors consider pertinent; provided, however, that any such provision shall be deemed solely to grant discretionary authority to the directors and shall not be deemed to provide to any constituency any right to be considered.

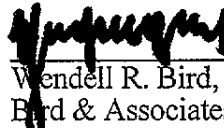
Any repeal or modification of the provisions of this Article by the shareholders of the corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification, and must be approved by 90% of the shares

represented at a duly noticed meeting of shareholders with a quorum present.

In the event of any amendment of the Florida Business Corporation Act to authorize the further elimination or limitation of liability of directors, then the liability of a director of the corporation shall be limited to the fullest extent permitted by the amended Florida Business Corporation Act, in addition to the limitation on personal liability provided herein.

In the event that any provision of this Article (including a clause) is held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation on March 15, 2000.



Wendell R. Bird, Incorporator  
Bird & Associates  
1150 Monarch Plaza  
3414 Peachtree Road, N.E.  
Atlanta, GA 30326  
(404) 264-9400

**CERTIFICATE OF DESIGNATION AND ACCEPTANCE**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Youth Underground, Inc..
2. The name and address of the registered agent and office is:

Robert Baker  
1900 Summit Tower Blvd., Suite 770  
Orlando, Florida 32810

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.

SIGNATURE Robert E. Baker DATE 3/22/2000

**FILED**  
00 JUN -5 AM 9:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA