

LAW OFFICES  
PAUL THIBADEAU  
SUITE 200  
50 SOUTH US HIGHWAY ONE  
JUPITER, FLORIDA 33477

PALM BEACH LOCATION  
Suite 201  
205 Worth Avenue  
Palm Beach, FL 33480

TELEPHONE (561)748-5685  
FACSIMILE (561)748-7421

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

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

Re: Just Hangin' Around, Inc.

Dear Sirs:

I enclose an original and one copy of the Articles of Incorporation and Acceptance of Designation by Registered Agent, for the above referenced corporation. I also enclose a check for \$78.75 for filing the articles and designation of registered agent and for a certified copy of same.

Please contact me if there is anything else you need to accomplish this filing.

Sincerely yours,

Paul Thibadeau

Enclosures

FILED  
00 JUN -5 AM 11:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SMITH JUN 15 2000

FILED  
00 JUN -5 AM 11:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
JUST HANGIN' AROUND, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation ("Corporation") is Just Hangin' Around, Inc.

ARTICLE II

The existence of the Corporation shall begin on execution of these Articles of Incorporation.

ARTICLE III

The street address of the principal office of the Corporation is 4201 Westgate Avenue, Unit A 10, West Palm Beach, FL 33409.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 300, par value \$.01 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is Suite 200, 50 South U.S. Highway One, Jupiter, FL 33477. The initial registered agent for the Corporation at that address is Paul Thibadeau.

ARTICLE VI

The initial board of directors shall consist of three members. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The name and address of the persons who will serve on the

initial board of directors are:

Name	Address
Tracy A. Butler	1690 B Forest Lakes Circle West Palm Beach, FL 33406
Lisa M. Butler	2925 Lolisa Lane Maitland, FL 32751
Nicole T. Anthony	917 Briarwood Lane West Palm Beach, FL 33415

#### ARTICLE VII

A quorum of 100% of shareholders owning all of the outstanding shares of the corporation shall be required at all meetings of the shareholders. A unanimous vote of all shareholders shall be required for any action taken by the shareholders.

#### ARTICLE VIII

A quorum of 100% of directors of the corporation shall be required at all meetings of the board of directors. A unanimous vote of all directors shall be required for any action taken by the board of directors.

#### ARTICLE IX

The name and street address of the person signing these articles of incorporation is:

Name	Address
Nicole T. Anthony	917 Briarwood Lane West Palm Beach, FL 33415

#### ARTICLE X

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

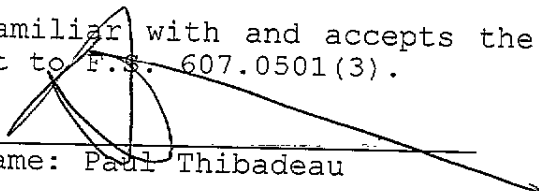
IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on May 31, 2000.

  
Name: Nicole T. Anthony

#### ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Just Hangin' Around, Inc. at the place designated in the articles of

incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

  
Name: Paul Thibadeau

Date: May 31<sup>st</sup>, 2000.

FILED  
00 JUN -5 AM 11:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA