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To:
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From:
Account Name : LEBOEUF, LAMB, GREENE & MACRAE
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FLORIDA PROFIT CORPORATION OR P.A.

fun2Save, Inc.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
fun2\$ave, Inc.**

ARTICLE I - NAME

The name of this Corporation is fun2\$ave, Inc.

ARTICLE II - ADDRESS

The address of the principal office and the mailing address of this Corporation is

100 Executive Way
Suite 214
Ponte Vedra Beach, Florida 32082

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue one hundred (100) million shares of common stock,
all of which shall be of the par value of \$.001 per share.

ARTICLE IV - PRE-EMPTIVE RIGHTS

This Corporation elects that its shareholders shall have the pre-emptive rights set forth in
section 607.0630 of the Florida Business Corporation Act (1999).

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 50 North Laura
Street, Suite 2800, Jacksonville, Florida 32202, and the name of its initial registered agent at such
address is Kenneth M. Kirschner.

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ARTICLE VI - INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation shall be three (3) and the name and address of each person who is to serve as a member thereof is:

Robert A. Shevlin
100 Executive Way, Suite 214
Ponte Vedra Beach, Florida 32082

Edward W. Rahn
100 Executive Way, Suite 214
Ponte Vedra Beach, Florida 32082

Martin K. Dettelbach
100 Executive Way, Suite 214
Ponte Vedra Beach, Florida 32082

ARTICLE VII - INCORPORATOR

The name and address of the incorporator is Kenneth M. Kirschner, LeBoeuf, Lamb, Greene & MacRae, 50 N. Laura Street, Suite 2800, Jacksonville, FL 32202.

ARTICLE VIII - INDEMNIFICATION

Section 1. Limitation of Liability. To the full extent that the Florida Business Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of directors, officers, employees, agents or incorporators, a director, officer, employee, agent or incorporator of this Corporation shall not be liable to this Corporation or its shareholders for any monetary damages.

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Section 2. Indemnification.

(a) This Corporation shall indemnify a director, officer, employee, agent or incorporator of this Corporation who is or was a party to any proceeding by reason of the fact that he or she is or was such a director, officer, employee, agent or incorporator or is or was serving at the request of this Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other profit or non-profit enterprise against all liabilities and expenses incurred in the proceeding except such liabilities and expenses as are incurred because of his or her willful misconduct or knowing violation of the criminal law. Unless a determination has been made that indemnification is not permissible, this Corporation shall make advances and reimbursements for expenses incurred by a director, officer, employee, agent or incorporator in a proceeding upon receipt of an undertaking from him or her to repay the same if it is ultimately determined that he or she is not entitled to indemnification. Such undertaking shall be an unlimited, unsecured general obligation of the director or officer and shall be accepted without reference to his or her ability to make repayment. The Board of Directors is hereby empowered, by majority vote of a quorum of disinterested directors, to contract in advance to indemnify and advance the expenses of any director or officer.

(b) The Board of Directors is hereby empowered, by majority vote of a quorum of disinterested directors, to cause this Corporation to indemnify or contract in advance to indemnify any person not specified in Article VI, Section 2(a) who was or is a party to any proceeding, by reason of the fact that he or she is or was an employee or agent of this Corporation, or is or was serving at the request of this Corporation as a director, officer,

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employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other profit or non-profit enterprise, to the same extent as if such person were specified as one to whom indemnification is granted in Article VI, Section 2(a).

Section 3. Insurance. This Corporation may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Article and may also procure insurance, in such amounts as the Board of Directors may determine, on behalf of any person who is or was a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against any liability asserted against or incurred by such person in any such capacity or arising from his or her status as such, whether or not this Corporation would have power to indemnify him or her against such liability under the provisions of this Article VI.

Section 4. Change in Board of Directors. In the event there has been a change in the composition of a majority of the Board of Directors after the date of the alleged act or omission with respect to which indemnification is claimed, any determination as to indemnification and advancement of expenses with respect to any claim for indemnification made pursuant to Article VI, Section 2(a) shall be made by special legal counsel agreed upon by the Board of Directors and the proposed indemnitee. If the Board of Directors and the proposed indemnitee are unable to agree upon such special legal counsel, the Board of Directors and the proposed indemnitee each shall select a nominee, and the nominees shall select such special legal counsel.

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Section 5. Application. The provisions of this Article shall be applicable to all actions, claims, suits or proceedings commenced after the adoption hereof, whether arising from any action taken or failure to act before or after such adoption. No amendment, modification or repeal of this Article shall diminish the rights provided hereby or diminish the right to indemnification with respect to any claim, issue or matter in any then pending or subsequent proceeding that is based in any material respect on any alleged action or failure to act prior to such amendment, modification or repeal.

Section 6. Covered Persons. Reference herein to directors, officers, employees or agents shall include former directors, officers, employees and agents and their respective heirs, executors and administrators.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 28th day of July, 2000.



Kenneth M. Kirschner
Incorporator

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**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, the following is submitted:

That fun2\$ave, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 100 Executive Way, Suite 214, Ponte Vedra Beach, State of Florida, has named Kenneth M. Kirschner, located at 50 North Laura Street, Suite 2800, City of Jacksonville, State of Florida as its agent to accept service of process within Florida.


Kenneth M. Kirschner
Incorporator

July 28, 2000
Date

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, Kenneth M. Kirschner hereby agrees to act in this capacity, and Kenneth M. Kirschner further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.


Kenneth M. Kirschner

July 28, 2000
Date

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