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00 AUG 28 AM 8:51
FILED
REPLY TO
TALLAHASSEE, FLORIDA
SECRETARY OF STATE
TALLAHASSEE, FLORIDA 32901
FAX (321) 254-4479

August 24, 2000

Devereux Drive

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

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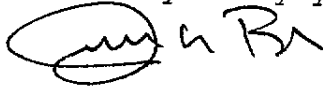
Re: Articles of Incorporation of Philosophy, Inc.

Gentlemen:

Enclosed are an original and one copy of the Articles of Incorporation of Philosophy, Inc., together with a check for \$78.75 to cover the \$35.00 filing fee, \$35.00 fee for designation of registered agent and \$8.75 certified copy fee.

Once the Articles of Incorporation have been filed, the certified copy should be returned to this office.

Very truly yours,



Joel E. Boyd

JEB/mm

Enclosures

cc: Jacqueline S. Barrett

JEB
9/31

ARTICLES OF INCORPORATION

OF

PHILOSOPHY, INC.

FILED

00 AUG 28 AM 8:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

The name of this Corporation shall be PHILOSOPHY, INC.

ARTICLE II - PURPOSE

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

ARTICLE III - DATE OF EXISTENCE

This Corporation shall exist perpetually commencing on the date of filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE IV - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this Corporation shall be located at 7777 N. Wickham Road, Melbourne, FL 32940. The mailing address of the Corporation shall be 1917 Golf Vista Boulevard, Viera, FL 32940.

ARTICLE V - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is one thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE VI - INITIAL REGISTERED OFFICE

AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 8240 Devereux Drive, Suite 100, Melbourne, Florida 32940. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is JOEL E. BOYD. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators of this Corporation is:

<u>Name</u>	<u>Address</u>
Jacqueline S. Barrett	1917 Golf Vista Blvd. Viera, FL 32955
Marilyn Barrett MacIenna	754 Thrasher Drive Viera, FL 32955

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

A. The initial number of directors of this Corporation shall be two (2).

B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).

C. The name and address of the initial members of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Address</u>
Jacqueline S. Barrett	1917 Golf Vista Blvd. Viera, FL 32955
Marilyn Barrett MacLenna	754 Thrasher Drive Viera, FL 32955

ARTICLE IX - STOCK RESTRICTION AGREEMENTS

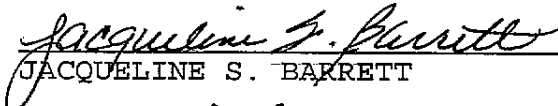
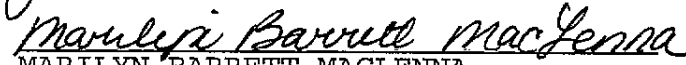
Agreements among this Corporation's shareholders or between this Corporation and its shareholders may include the following as valid matters of contract: (1) reasonable restrictions upon the transferability or assignment of the shares of stock of this Corporation; (2) obligations, or first refusal rights, to redeem or purchase shares of stock of this Corporation prior to a transfer or assignment of such shares; and (3) the manner in which the shareholders of this Corporation will vote their shares of stock of this Corporation; provided, however, that such agreements shall be made in accordance with the provisions of Sections 607.0731 and 607.0627 of the Florida Statutes. The Board of Directors is specifically authorized to approve agreements between this Corporation and its shareholders made in accordance with the provisions of Sections 607.0731 and 607.0627 of the Florida

Statutes. Copies of any stock restriction agreement between this Corporation and its shareholders shall be maintained at the principal office of this Corporation.

ARTICLE X - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Melbourne, Florida, this 23rd day of August, 2000.


JACQUELINE S. BARRETT

MARILYN BARRETT MACLENNA

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature: 

JOEL E. BOYD

Date: August 23, 2000