

UCC FILING & SEARCH SERVICES, INC.
 526 East Park Avenue
 Tallahassee, Florida 32301
 (850) 681-6528

HOLD
 FOR PICKUP BY
 UCC SERVICES
 OFFICE USE ONLY

FILED
 01 JUN 22 PM 3:47
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

852732/7000U
 June 22, 2001

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Affinity Holdings, Inc.

P01000064550

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include
 Articles & Amendments
- Fictitious Name Certificate
- Other

Retrieval Request

- Photocopy
- Certified Copy

NEW FILINGS	
X	Profit
	Non Profit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

RECEIVED
 DEPARTMENT OF STATE
 DIVISION OF CORPORATIONS
 2001 JUN 22 AM 11: 38
 NOT RETURNED
 TO AGRICULTURE
 SUFFICIENCY OF FILING

100004437231--5
 -06/22/01--01054--013
 *****70.00 *****70.00

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

W01-14521
 J. BRYAN JUN 22 2001
 J. BRYAN JUN 28 2001



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 22, 2001

UCC FILING & SEARCH SERVICES, INC.
526 E. PARK AVE.
TALLAHASSEE, FL 32301

SUBJECT: AFFINITY HOLDINGS, INC.
Ref. Number: W01000014521

We have received your document for AFFINITY HOLDINGS, INC. and your check(s) totaling \$70.00. 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) 487-6052.

Joey Bryan
Document Specialist
New Filing Section

Letter Number: 601A00037997

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 JUN 28 PM 2:55
NO ATTEMPTED
TO ACKNOWLEDGE
SUFFICIENTLY OF FILING

FILED
01 JUN 22 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
AFFINITY NEW WORLD HOLDINGS, INC.**

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the Florida Business Corporation Act (the "Act"), as follows:

**ARTICLE I
Name**

The name of the Corporation is AFFINITY NEW WORLD HOLDINGS, INC.

**ARTICLE II
Term of Existence**

The date when corporate existence shall commence shall be June 21, 2001, as provided by Section 607.0203 of the Act, and the Corporation shall have perpetual existence thereafter.

**ARTICLE III
Principal Office**

The principal office of the Corporation is located at 100 2nd Avenue South, Suite 1000, St. Petersburg, FL 33701.

**ARTICLE IV
Purposes**

The Corporation may engage in the transaction of any and all lawful business purposes in which corporations may lawfully engage under the laws of the State of Florida.

**ARTICLE V
General Powers**

The Corporation shall have power:

- (a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

- (b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real property or personal property, tangible or intangible, or any interest therein, wherever situated.
- (c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property or assets.
- (d) To lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.141, Florida Statutes.
- (e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.
- (f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- (g) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (h) To conduct its business, carry on its operations, and have offices and exercise the powers granted by law within or without this state.
- (i) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.
- (j) To make and alter its bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of the affairs of the Corporation.
- (k) To make donations for the public welfare or for charitable, scientific, or educational purposes.
- (l) To transact any lawful business that the Board of Directors shall find will be consistent with its corporate purposes.
- (m) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans, and other incentive and

compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers and employees of its subsidiaries.

(n) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(o) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(p) To have and exercise all powers necessary or convenient to effect its purposes.

The foregoing powers are not intended to restrict or to limit the powers of the Corporation under the laws of the State of Florida, but to expand or assure that the Corporation shall have the foregoing powers, whether or not such powers are provided by the laws of the State of Florida. It is intended that the Corporation shall have all powers permitted to corporations in the State of Florida, whether the same are enumerated above or in the Florida Statutes.

ARTICLE VI **Capital Stock**

The Corporation is authorized to issue twenty-five thousand (25,000) shares of One Dollar (\$1.00) par value common stock, which will be designated Common Stock.

ARTICLE VII **Initial Registered Office and Agent**

The street address of the initial registered office of the corp is c/o Shumaker, Loop & Kendrick, LLP; 101 E Kennedy Blvd, Ste 2800, Tampa Florida 33602, and the name of its registered agent at such address is A. Edward McGinty.

ARTICLE VIII **Directors**

The Corporation will have one (1) director initially. The number of directors may be increased or decreased from time to time in accordance with the bylaws of the Corporation by action of the Board of Directors, provided that the Corporation will always have at least 1 but no more than 11 directors. The names and addresses of the initial directors of the Corporation, who will serve until their successor(s) are duly elected and qualified, are:

Name

Address

Scott G. Roix

100 2nd Avenue South, Suite 1000,
St. Petersburg, FL 33701

ARTICLE IX
Incorporator

The name and address of the incorporator signing these Articles of Incorporation are:

Name

Address

A. Edward McGinty

Shumaker, Loop & Kendrick, LLP
101 E. Kennedy Blvd., Suite 2800,
Tampa, FL 33602

ARTICLE X
Affiliated Transactions

Pursuant to the provisions of 607.0901(5)(a) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions as set forth in Section 607.0901 of the Act and, therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

ARTICLE XI
Control Share Acquisitions

Pursuant to the provisions of Section 607.0902(5) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions described in Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

ARTICLE XII
Bylaws

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

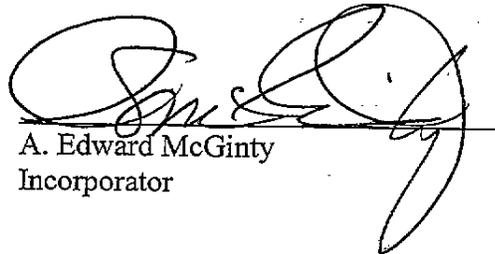
ARTICLE XIII
Indemnification

The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

ARTICLE XIV
Amendment

These Articles of Incorporation may be amended in the manner provided by law.

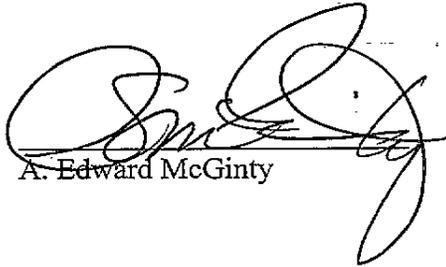
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on June 21, 2001.


A. Edward McGinty
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: June 21, 2001



A. Edward McGinty

FILED
01 JUN 22 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA