

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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OUT, Inc

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DIVISION OF CORPORATIONS

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TO ACKNOWLEDGE
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8/31

ARTICLES OF INCORPORATION

OF

OUT, INC.

I, **VICTOR R. SMITH**, the undersigned, hereby organize for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida, providing for the formation, rights, privileges, immunities and liabilities of Corporation for profit.

ARTICLE I - NAME

The name of the Corporation shall be: **OUT, INC.**

ARTICLE II - DURATION

This Corporation shall exist perpetually, commencing on the date of execution and acknowledgment of these Articles.

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business under the laws of the United States and the State of Florida's General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of \$1.00 par value common stock, which should be designated "Common Shares".

ARTICLE V - CAPITAL

The amount of capital with which the Corporation will begin business shall be \$100.00.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this Corporation is 170 E. Haines Boulevard, Lake Alfred, Florida 33850, and the mailing address is P. O. Box 1145, Lake Alfred, FL 33850. The name of the initial registered agent of this Corporation is **VICTOR R. SMITH**, 170 E. Haines Boulevard, Lake Alfred, Florida 33850.

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ARTICLE VII

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by a majority vote of the stockholders, but it shall never be less than one.

ARTICLE VIII

The names and street addresses of the members of the first Board of Directors are as follows:

VICTOR R. SMITH, 170 E. Haines Boulevard, Lake Alfred, Florida 33850
(Director, President)

ARTICLE IX - INCORPORATORS

The name and address of the initial subscriber signing these Articles are as follows:

VICTOR R. SMITH, 170 E. Haines Boulevard, Lake Alfred, Florida 33850

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this Corporation shall be issued initially to the following persons in the amount set opposite their names:

VICTOR R. SMITH	100 SHARES
------------------------	-------------------

Shares held by the initial shareholders listed above may not be re-sold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this Corporation.

ARTICLE XII - ADOPTION OF BYLAWS

A special meeting of the subscriber or his assigns shall be held, upon the call of the president, for the purpose of completing the organizations of the Corporation and the adoption of the bylaws and the transaction of such other business as may come before the meeting.

ARTICLE XIII - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE XIV - TERMS OF ISSUING STOCK

Stock to be issued pursuant to these Articles of Incorporation shall be issued under the terms, provisions and conditions of 1244 of the Internal Revenue Code.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal to these Articles of Incorporation, on this 30th day of August 2001.



VICTOR R. SMITH

STATE OF FLORIDA
COUNTY OF POLK

BEFORE ME, the undersigned authority, personally appeared VICTOR R. SMITH, who, being first duly sworn, deposes and says he is the individual described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed same for the purposes therein expressed.

WITNESS my hand and official seal in the above named County and State this 30th day of August 2001.




Notary Signature

My commission expires: 12-28-2003

Commission No. CC 898562

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

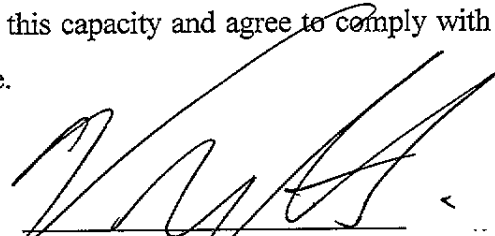
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

OUT, INC.

desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at Lake Alfred, County of Polk, State of Florida, has named VICTOR R. SMITH, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.


VICTOR R. SMITH

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