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September<sup>26</sup>, 2001

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-10/01/01--01036--022  
\*\*\*\*122.50 \*\*\*\*78.75

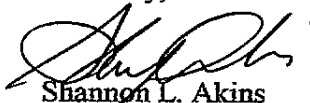
Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: Incorporation of Paragon Interactive, Inc.  
File Number:

Dear Sir or Madam,

Enclosed please find an original and one copy of the articles of incorporation for the above-named proposed Florida corporation. Also enclosed is a check in the amount of \$122.50, representing the fees for filing and cost for a certified copy. I have also enclosed a self addressed, stamped envelope to return the certified copy. Thank you for your assistance and please call our office at the above number should you have any questions.

Sincerely,

  
Shannon L. Akins

enclosures

FILED  
01 OCT -1 AM 9:14  
SECRETARY OF STATE  
TALLAHASSEE, FL 32314

10-3-01  
WC

## **Articles of Incorporation**

**of**

### **PARAGON INTERACTIVE, INC.**

FILED  
01 OCT -1 AM 9:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

#### **ARTICLE I CORPORATE NAME AND ADDRESS.**

The name of this corporation is PARAGON INTERACTIVE, INC. The mailing address of this corporation is P.O. Box 680698, Orlando, FL 32868.

#### **ARTICLE II CAPITAL STOCK.**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand shares (1000 shares) at one dollar (\$1.00) 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. The corporation will have only one class of shares.

#### **ARTICLE III AUTHORIZED SHARES OF STOCK.**

Any portion of the shares of stock of this corporation may be issued for cash, property, or services actually performed or any right or thing having a value at least equal to the full value of the stock to be so issued. Neither promissory notes nor future services shall constitute part or full payment for the issuance of such shares. All issued shares shall be fully paid and non-assessable as though paid for in cash. The stockholders shall be the sole judges of the value of the property, right or thing exchanged for such shares and their judgment of such value shall be conclusive. The stockholders shall have the right to increase the amount of authorized shares, either with or without nominal or par value and to provide the designation preference, voting power of, and other restrictions on, the same.

#### **ARTICLE IV POWERS, PURPOSES, EXISTENCE, AND COMMENCEMENT**

This corporation shall have all the powers conferred upon corporations and may engage in any business or activity, permitted by laws of the State of Florida. This corporation shall have perpetual existence and shall commence such existence on the date these Articles are executed and acknowledged if the same are filed with the Secretary of State of Florida within five (5) days of execution. If said Articles are not filed with the Secretary of State of

Florida within five (5) days of execution, the corporation shall commence its existence on the date these Articles are filed with the Secretary of State.

#### ARTICLE V INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent is Anthony J. Dalessandro, 1411 Calathea Drive, Orlando, Florida 32818.

#### ARTICLE VI INCORPORATOR.

The name and street address of the incorporator to these articles of incorporation is Anthony J. Dalessandro, 1411 Calathea Drive, Orlando, Florida 32818.

#### ARTICLE VII STOCKHOLDERS ACTING IN LIEU OF DIRECTORS/OFFICERS.

a. The business of this corporation shall be conducted by the stockholders of this corporation acting as, and in lieu of, directors. The stockholders shall be deemed directors of this corporation when their purchase of stock has been recorded in the stock ledger of this corporation and shall collectively constitute the Board of Directors. Any action required by law to be performed by directors shall be taken by the stockholders acting as directors.

b. Each stockholder shall have votes equal to the number of shares owned by said stockholder.

c. The Initial Director shall hold the organizational meeting of this corporation or otherwise ratify the actions of the Incorporator who may have conducted said meeting.

d. Any action of the stockholders may be taken without a formal meeting if written consent setting forth the action taken is signed by all stockholders entitled to vote if a meeting has been held. Said consent shall have the effect of a unanimous vote of the stockholders.

e. In addition to the stockholders, the business of this corporation shall be conducted by such officers as may be set forth in the By-Laws of this corporation.

f. Any stockholder may appoint another person to service in the stockholder's stead.

g. The stockholders shall have the right to:

(1) Issue unissued or treasury shares of this corporation for securities of this corporation convertible into a right to subscribe or acquire shares of this corporation and containing such conditions or rights, including preemptive rights, as the stockholders may deem proper.

(2) Limit the transferring, assigning, pledging, devising and bequeathing of the

stock of this corporation and all other matters permitted by the laws of Florida in any agreement among themselves.

- (3) Approve the reasonable charges and expenses of incorporating this corporation, including attorney's fees and costs and the reasonable expenses and compensation for the sale or underwriting of the shares of this corporation. The same may be allowed to be paid out of the consideration received by the corporation for the issuance of the shares without thereby impairing the fully paid and non-assessable status of such shares.
- (4) Adopt, alter, amend or repeal the By-Laws of this Corporation. The By-Laws may contain any provision for the regulation and management of the affairs of this Corporation not inconsistent with the law or these Articles of Incorporation.

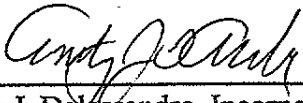
#### ARTICLE VIII AMENDMENTS

Every amendment to these Articles shall be approved by the stockholders by a majority of the shares entitled to vote thereon at a meeting called for such purposes.

#### ARTICLE IX INDEMNIFICATION

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

The undersigned has executed these Articles of Incorporation on September 24, 2001.



\_\_\_\_\_  
Anthony J. D'Alessandro, Incorporator

## DESIGNATION OF REGISTERED AGENT AND ACCEPTANCE

Pursuant to the provisions of Florida Statutes §607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is PARAGON INTERACTIVE, INC.
2. The name of the registered agent is Anthony J. Dalessandro.
3. The address of the registered agent/registered office is 1411 Calathea Drive, Orlando, Florida 32818.

### ACCEPTANCE

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: September 24 2001.



Anthony J. Dalessandro

FILED  
01 OCT -1 AM 9:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA