

SCOTT & SCOTT
ATTORNEYS AT LAW

PORTIA B. SCOTT

W.R. SCOTT (OF COUNSEL)

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(772) 597 - 4896

P02000112357

October 14, 2002

Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, Florida 32314

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-10/17/02--01046--017
*****78.75 *****78.75

In Re: Yatevision

Dear Sir/Madam:

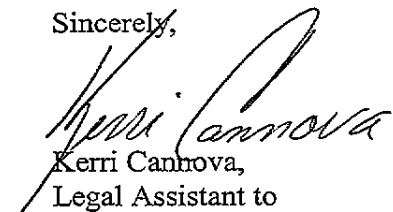
Enclosed please find the following, pertaining to the above-referenced matter:

1. The original and one copy of the Articles of Incorporation of Yatevision, Inc.; and
2. A check in the amount of Seventy Eight Dollars and seventy five cents (\$78.75) for the filing fees, registered agent designation and a certified copy of the articles; and
3. A stamped, self-return envelope for your convenience in forwarding the certified copy of the Articles of Incorporation back to our office.

If you are should have any questions, or are in need of any additional information, please don't hesitate to contact our office.

Thank you very much for your assistance and God Bless America.

Sincerely,


Kerri Canova,
Legal Assistant to
Portia B. Scott

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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/kc
enclosures: four
xc: Sam Yates

F. G. 3228 OCT 18

ARTICLES OF INCORPORATION

OF

YATEVISION, INC.

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TALLAHASSEE, FLORIDA
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The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is YATEVISION, INC.

ARTICLE II. NATURE OF CORPORATE BUSINESS

The corporation is principally engaged in any activity or business permitted under the laws of the United States of America and under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock this corporation is authorized to have outstanding at any time is ONE THOUSAND, TWO HUNDRED (1,200) shares of common stock, each share having a par value of One Cent (\$.01).

Authorized capital stock may be paid for in cash, services or property at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IIII. PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash of any additional stock after the first offering, by the corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof, at the price at which it is offered to others, which price

may be in excess of par value and determined by the Board of Directors at any regular or special meeting.

ARTICLE V. TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI. ADDRESS

The initial street address of the principal office of this corporation is 3276 NE Catamaran Terrace, Jensen Beach, Florida 34957.

ARTICLE VII. DIRECTORS

The corporation shall have three (3) Directors initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one.

ARTICLE VIII. INITIAL DIRECTORS

The names and street addresses of the Board of Directors who shall hold office until their successors are elected and have qualified are:

SAM YATES	3276 NE Catamaran Terrace Jensen Beach, Florida 34957
MARIE YATES	3276 NE Catamaran Terrace Jensen Beach, Florida 34957
PORTIA B. SCOTT	308 Dyer Drive Stuart, Florida 34994

ARTICLE VIII. SUBSCRIBERS AND INCORPORATORS

The name and street address of the Subscribers and Incorporators executing these Articles of Incorporation are:

SAM YATES	3276 NE Catamaran Terrace Jensen Beach, Florida 34957
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MARIE YATES

3276 NE Catamaran Terrace
Jensen Beach, Florida 34957

PORTIA B. SCOTT

308 Dyer Drive
Stuart, Florida 34994

ARTICLE X. AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to the Stockholders, and approved at the Stockholders' meeting by a majority vote of Shareholders.

ARTICLE XI. ALIENATION OF SHARES

A. Any shareholder who desires to sell, assign, or in any way alienate his or her share or shares (EXCEPTING ownership passing through testate or intestate succession, or disbursement from a trust) of the corporation must give first option of purchase to the corporation the price of which shall be the same as any bona-fide offer made by any person whomsoever. Said option, if it is to be exercised at all, must be rejected or exercised by the corporation within forty-five (45) days of notification, in writing, by the shareholder of his or her desire to alienate the share(s).

B. If the corporation has not rejected nor accepted the option within the 45 day period the option shall be deemed rejected and the majority shareholder shall then have the right to likewise exercise a 45 day option to purchase the shares, using the same formula for price as is set forth immediately above as a price floor.

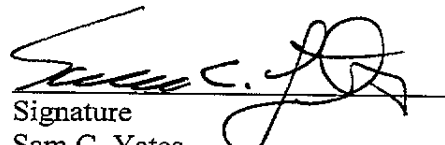
C. If neither the corporation nor the majority shareholder exercises the option within the time frames described above, the shareholder desiring to alienate his or her shares may do so freely, at any equal or greater price or for any consideration the shareholder seeking to alienate

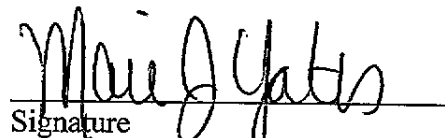
the shares may be able to obtain, however, under no circumstances may the shareholder seeking to alienate his or her share(s) do so for a price lesser than that which has been offered to the corporation and the majority shareholder.

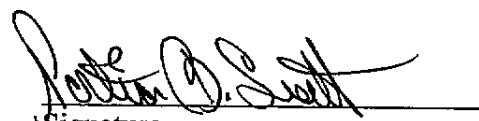
ARTICLE XII. REGISTERED AGENT AND OFFICE

The Registered Agent designated for this corporation is RAI (Registered Agents International, Inc.) with a present address of 921 SE Central Parkway, Stuart, Florida. 34994.

IN WITNESS WHEREOF, we, the undersigned, have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 3rd day of September, 2002.

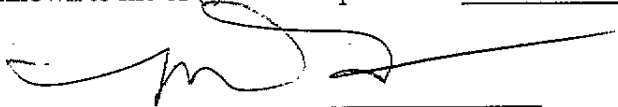

Signature
Sam C. Yates


Signature
Marie Yates

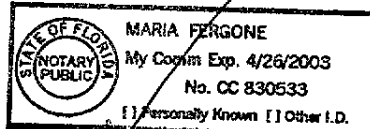

Signature
Portia B. Scott

STATE OF FLORIDA }
 }
COUNTY OF MARTIN }

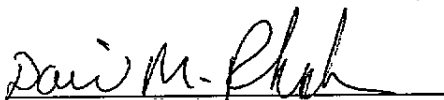
The foregoing instrument was acknowledged before me this 3rd day of Sept, 2002, by Sam C. Yates, ☒ who is personally known to me or ☐ who has produced _____ as identification.


Notary Public

STATE OF FLORIDA }
COUNTY OF MARTIN }




The foregoing instrument was acknowledged before me this 4 day of Sept, 2002, by Marie Yates, ☐ who is personally known to me or ☐ who has produced Driver's License as identification.

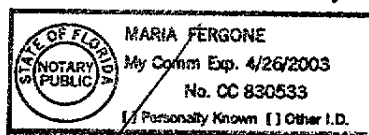

Notary Public

STATE OF FLORIDA }
COUNTY OF MARTIN }



The foregoing instrument was acknowledged before me this 3rd day of Sept, 2002, by Portia B. Scott, ☒ who is personally known to me or ☐ who has produced _____ as identification.


Notary Public



ACCEPTANCE

I hereby accept the foregoing designation of Registered Agent of YATEVISION, INC.

DATED this _____ day of _____, 2002.

RAI, INC.
Authorized Signature: _____

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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