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**FLORIDA PROFIT CORPORATION OR P.A.**

**COOKIE KELLY AND COMPANY, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	05
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STATE  
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**ARTICLES OF INCORPORATION  
OF  
COOKIE KELLY AND COMPANY, INC.**

The undersigned, being above the age of eighteen (18) years and competent to contract, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

**ARTICLE I**

**NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of this Corporation shall be **COOKIE KELLY AND COMPANY, INC.**, and it shall operate under that name and/or such other names as may be registered on behalf of and owned by the Corporation. The Corporation's principal place of business shall be located at 1255 Aquila Loop, Celebration, Florida 34747 or such other address as may be so designated by the Corporation's Board of Directors pursuant to the Corporation's Bylaws.

**ARTICLE II**

**COMMENCEMENT OF CORPORATE EXISTENCE**

This Corporation shall commence corporate existence on the date of filing these articles of incorporation with the Secretary of State, and shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE III**

**GENERAL PURPOSE: GENERAL POWERS**

The general purpose of this Corporation shall be the transaction of any and all lawful business. This Corporation shall have all of the powers enumerated in the Florida Business Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law.

**ARTICLE IV**

**CAPITAL STOCK**

1. **Number and Class of Shares Authorized; Par Value.** This Corporation is authorized to issue ten thousand (10,000) shares of voting common stock, having no par value.

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2. Voting Rights. The holders of common stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding common stock shall have no cumulative voting rights in any election of directors of the Corporation.

3. Consideration for Issuance of Stock. The Board of Directors of the Corporation may from time to time issue the authorized stock of the Corporation, or any part thereof, for such consideration as it may deem equivalent to or in excess of the par value thereof. The authorized stock of the Corporation may be paid for, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation at a fair valuation placed on such property or services by the Board of Directors. Future services evidenced by a written agreement shall constitute payment or part payment for the issuance of stock of the Corporation.

4. No Preemptive Rights. No shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation or of any stock of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others or at any other price.

#### ARTICLE V

##### INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be located at 255 South Orange Avenue, Suite 1700, Orlando, Florida 32801, and the initial registered agent of this Corporation at that address shall be American Information Services, Inc. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these articles of incorporation.

#### ARTICLE VI

##### INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the Bylaws. The name and street address of the initial Director of this Corporation is:

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Katherine D. Kelly

1255 Aquila Loop  
Celebration, FL 34747

ARTICLE VII

OFFICERS

The name and street address of the initial officers of this Corporation are:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Katherine D. Kelly	President/ Secretary/ Treasurer	1255 Aquila Loop Celebration, FL 34747

ARTICLE VIII

INCORPORATOR

The name and street address of the person signing these articles as incorporator is:

Katherine D. Kelly

1255 Aquila Loop  
Celebration, FL 34747

ARTICLE IX

BYLAWS

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

ARTICLE X

INDEMNIFICATION

The Corporation shall have all the powers and authority now or hereafter granted or permitted by law with respect to indemnification of directors, officers, employees and agents, and former directors, officers, employees and agents.

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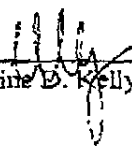
**ARTICLE XI**  
**AMENDMENT**

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 shareholders is subject to this reservation.

**ARTICLE XII**  
**HEADINGS AND CAPTIONS**

The headings or captions of these Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the Articles of Incorporation shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file these articles of incorporation declaring and certifying that the facts stated herein are true, and does hereby subscribe thereto and hereunto set his name and seal this 22 day of September, 2005.

  
\_\_\_\_\_  
Katherine D. Kelly, Incorporator

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0505, Florida Statutes, the following is submitted:

**COOKIE KELLY AND COMPANY, INC.** (the "Corporation") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida with its principal place of business at: 1255 Aquila Loop, Celebration, Florida 34747, has named and designated: **AMERICAN INFORMATION SERVICES** with its registered office located at: 255 South Orange Avenue, Suite 1700, Orlando, Florida 32801-3483, as its Registered Agent to accept service of process within the State of Florida.

**ACKNOWLEDGMENT**

Having been named as Registered Agent for **COOKIE KELLY AND COMPANY, INC.** at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated as of this 22nd day of September, 2005.

**AMERICAN INFORMATION SERVICES, INC.**

By: Peter E. Reinert, Assistant Secretary  
Peter E. Reinert, Assistant Secretary  
Registered Agent

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