

P950000000295

FILED

95 JAN -3 PM 3:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

^^ QUOTATION ^^

INVOICE # ADJ1

1/03/95

CUSTOMER # MID001

CAPITAL CONNECTION, INC.
P.O. BOX 10349

TALLAHASSEE, FL 32302
904-224-8870
CLIENT REF # JW19

CLIENT REP: JULIA WATSON

900001367589
-01/03/95--01073--020
****122.50 ****122.50

DOCUMENT FILING, W/CC, AM RUSH, SHIPPING/HANDLING
FILED ART WITH CERT COPY FOR:
AMERICAN ASSOCIATION OF ADULT PERSONS, INC.

RECEIVED

95 JAN -3 AM 11:37

DIVISION OF CORPORATION

W940000000032
00678, 00612, 00671

JAN 3 1995 BSB

JULIA

GAVE

AUTHORIZATION BY PHONE TO

CORRECT Reg. Agent Address

DATE 1/03/95

DOC. EXAM BSB



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 3, 1995

**CAPITAL CONNECTION, INC.
417 E. VIRGINIA STREET
SUITE 1
TALLAHASSEE, FL 32301**

**SUBJECT: AMERICAN ASSOCIATION OF ADULT PERSONS, INC.
Ref. Number: W95000000032**

We have received your document for AMERICAN ASSOCIATION OF ADULT PERSONS, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return 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 (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 195A00000050

ARTICLES OF INCORPORATION
OF
AMERICAN ASSOCIATION OF ADULT PERSONS, INC.

FILED

95 JAN -3 PM 3: 17

SECRETARY OF STATE

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be American Association of Adult Persons, Inc.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 5000 shares. All such shares shall be of a single class, designated as common and shall have a par value of \$1.00 per share.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

At each election for directors, the shareholders shall be entitled to cast votes using the cumulative method of voting for directors.

ARTICLE V

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto or any obligation convertible into or exchangeable for any such shares or other securities whether

out of unissued shares or other securities or out of shares or other securities acquired by the corporation after the issue thereof, regardless of the consideration therefor.

ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act FS 607.0901 through 607.0903) shall not be applicable to this corporation.

ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE IX

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of three directors whose name and addresses are as follows:

H. Allen Lowther

2908 Rockport Lane
Mount Dora, FL 32757

Phillip K. Beck

P. O. Box 875
Rt. 4, Box 380
Chiefland, FL 32626

Patricia Nevin

P.O. Box 1476-Belle Dowdle
Franklin, NC 28734

ARTICLE X

The initial registered agent of the corporation is Phillip K. Beck. The street address of the corporation's initial registered office is 2908 Rockport Lane, Mount Dora, FL 32757.

~~_____~~

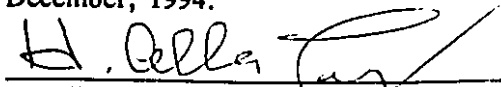
ARTICLE XI

The principal place of business and mailing address of this corporation shall be: 2908 Rockport Lane, Mount Dora, FL 32757.

ARTICLE XII

The name and address of the incorporator to these Article of Incorporation is H. Allen Lowther, 2908 Rockport Lane, Mount Dora, FL 32757.

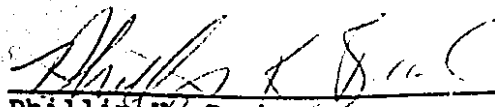
The undersigned incorporator has executed these Articles of Incorporation this 28th day of December, 1994.


H. Allen Lowther, Incorporator

CONSENT TO SERVE AS REGISTERED AGENT
FOR
AMERICAN ASSOCIATION OF ADULT PEOPLE, INC.

Having been named in the state of Florida as registered agent and to accept service of process for the above stated 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date: December 28, 1994



Phillip K. Beck
Registered Agent

~~2908 Rockport Lane~~

~~Mount Dora, FL 32757~~

2908 Rockport Lane
Mount Dora, FL 32757

FILED
JAN -3 PM 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA