

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-8870
 Mailing Address: Post Office Box 10149, Tallahassee, FL 32302
 TOLL FREE No. 1 800 342 8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FEB 6 1995 BSB

REQUEST TAKEN CONFIRMED APPROVED

DATE

TIME

BY

CK No.

WALK IN
 Will Pick Up

2 to 1:00

RE:

OUT OF THE
 PARK, INC.

C.C. FEE.

DISBURSED

Art of Amend File
 Art of Insp File
 Corp. (Firm) Center
 Ltd. (Part) Corp File
 Foreign Corp File
 (to) Carl. Copy(s)

Art of Amend File
 Dissolution/Withdrawal
 C U S
 Fictitious Name File

Name Reservation
 Annual Report/Reinstatement
 Reg. Agent Service
 Document Filing

Corporate Kit
 Vehicle Search
 Driving Record
 Document Retrieval

UCC 1 or 3 File
 UCC 11 Search
 UCC 11 Retrieval
 File No.'s _____ Copies
 Courier Service
 Shipping/Handling
 Phone ()
 Top Priority
 Express Mail Prep.
 FAX () pgs.

SUBTOTALS

FEE.....
 DISBURSED.....
 SURCHARGE.....
 TAX on corporate supplies.....
 SUBTOTAL.....
 PREPAID.....
 BALANCE DUE.....

\$ 95.00
 \$ 0.00
 \$ 0.00
 \$ 0.00
 \$ 0.00
 \$ 2.00
 \$ 0.00

Please remit Invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
OUT OF THE PARK, INC.

FILED
95 FEB -6 AM 11:10
SECRETARY OF STATE
TAMPA, FLORIDA

THE UNDERSIGNED, being of legal age 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 DURATION

The name of the Corporation is "OUT OF THE PARK, INC." The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

PRINCIPAL OFFICE

The address of the principal office of the Corporation is 550 North Reo Street, Suite 200, Tampa, Florida 33609.

ARTICLE III

REGISTERED OFFICE AND AGENT

The address of the registered office in the State of Florida is 550 North Reo Street, Suite 200, Tampa, Florida 33609. The name of the registered agent at such address is Joseph J. Kadow.

ARTICLE IV

CORPORATE PURPOSES, POWERS, AND RIGHTS

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

CAPITAL STOCK

1. The beneficial interests in the Corporation shall be divided into shares, consisting of 10,000 common shares ("Common Stock"). All Shares shall be fully paid and nonassessable when issued. Shares may be issued for such consideration as the Board of Directors determine or, if issued as a result of a stock dividend or stock split, without any consideration.

2. Common Stock shall have a par value of \$.01 per share and shall entitle the holders to one (1) vote per share on all matters upon which shareholders are entitled to vote, and shares of a particular class of issued Common Stock shall have equal dividend, distribution, liquidation, and other rights, and shall have no preference, cumulative, preemptive, appraisal, conversion or exchange rights. The Board of Directors may classify or reclassify any unissued Common Stock by setting or changing the number, designation, preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications or terms or conditions of redemption of any such Common Stock and, in such event, the Corporation shall file for record with the Department of State of the State of Florida articles of amendment in substance and form prescribed by Section 607.1006, *Florida Statutes*.

3. The holders of Common Stock shall be entitled to receive such dividends as may be declared by the Board of Directors of the Corporation out of funds legally available therefor.

4. In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding up of the Corporation, after distribution in full of the preferential amounts to be distributed to the creditors, if any, the holders of Common Stock shall be entitled to receive all of the remaining assets of the Corporation of whatever kind available for distribution to shareholders ratably in proportion to the number of shares of Common Stock held by them respectively. The Board of Directors may distribute in kind to the holders of Common Stock such remaining assets of the Corporation or may sell, transfer, or otherwise dispose of all or any part of such remaining assets to any other corporation, trust or other entity and receive payment therefor in cash, stock, or obligations of such other corporation, trust or other entity, or any combination thereof, and may sell all or any part of the consideration so received and distribute any balance thereof in kind to holders of Common Stock. The merger or consolidation of the Corporation into or with any other corporation, or the merger of any other corporation into it, or any purchase or redemption of Shares of the Corporation of any class, shall not be deemed to be a dissolution, liquidation, or winding up of the Corporation for the purposes of this Paragraph.

5. All Shares shall be personal property entitling shareholders only to those rights provided in these Articles of Incorporation, the *Florida Statutes*, or in the resolution creating any class or series of Shares. The legal ownership of the Corporation's property and the right to conduct the business of the Corporation are vested exclusively in the Board of Directors; the shareholders shall have no interest therein other than the beneficial interest in the Corporation conferred by their Shares and shall have no right to compel any participation, division, dividend, or distribution of the Corporation or any of the Corporation's property. Holders of Shares shall not have any preemptive or other right to purchase or subscribe for any class of securities of the Corporation which the Corporation may at any time issue or sell.

6. The Board of Directors is hereby authorized to create and authorize and direct the issuance (on either a *pro rata* or non *pro rata* basis) by the Corporation of rights, options, or warrants for the purchase of Shares of the Corporation, and other securities of the Corporation, or shares or other securities of any successor, at such times, in such amounts, to such persons, for such consideration (if

any), with such form and content (including without limitation the consideration for which any equity securities of the Corporation, other securities of the Corporation, or shares or other securities of any successor are to be issued) and upon such terms and conditions as it may, from time to time, determine, subject only to the restrictions, limitations, conditions, and requirements imposed by the *Florida Statutes*, other applicable laws, and these Articles of Incorporation. Without limiting the generality of the foregoing, the authority granted hereby includes the authority to adopt a "rights plan" or similar plan that treats shareholders in a discriminatory or non *pro rata* manner, based upon the number of shares owned thereby or otherwise.

ARTICLE VI

INCORPORATOR

The name and mailing address of the incorporator of this Corporation is Joseph J. Kadow, 550 North Reo Street, Suite 200, Tampa, Florida 33609.

ARTICLE VII

BOARD OF DIRECTORS

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The name and mailing address of the person who shall serve as director of the Corporation until the first annual meeting of the shareholders is as follows:

<u>Name</u>	<u>Address</u>
CHRIS T. SULLIVAN	550 North Reo Street, Suite 200 Tampa, Florida 33609

Directors may be removed with or without cause.

ARTICLE VIII

AMENDMENT

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

BYLAWS

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the bylaws of this Corporation shall be vested in the Board of Directors.

ARTICLE X

INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless each incorporator, officer, director, employee, and agent, and any former incorporator, officer, director, employee, and agent from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said incorporators, directors, officers, employees, and agents in their capacities as such except for willful misconduct or gross negligence.

ARTICLE XI

CONFLICTS OF INTEREST

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are the directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

ARTICLE XII

HEADINGS AND CAPTIONS

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

IN WITNESS WHEREOF, the undersigned being the incorporator hereinbefore named, for the purpose of forming a corporation under and pursuant to the laws of the State of Florida to do business both within and without the State of Florida, hereby makes and files these Articles of Incorporation

declaring and certifying that the facts stated herein are true, and I have accordingly hereunto set my hand and seal.

DATED at Tampa, Hillsborough County, Florida, this 30th day of January, 1995.



JOSEPH J. KADOW

STATE OF FLORIDA)
) SS.
COUNTY OF HILLSBOROUGH)

The foregoing instrument was acknowledged before me this 30th day of January, 1995, by JOSEPH J. KADOW on behalf of the Corporation. He is personally known to me and did take an oath.



GLENIE MARIE BYRD
Notary Public, State of Florida
My Comm. Exp. Feb. 08, 1998
Comm No. CC 342836



(Notary Signature)

REGISTERED AGENT CERTIFICATE

FILED
FEB - 6 AM 11:10
TREASURY

In pursuance of the Florida Business Corporation Act, the following is submitted in compliance with said statute:

That OUT OF THE PARK, INC. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Tarapa, County of Hillsborough, State of Florida, has named JOSEPH J. KADOW located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT

Having been named to accept service of process and serve as registered agent for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said statute relative to keeping open said office, and further state he is familiar with Section 607.0501-.0505, *Florida Statutes*.

Dated: January 30, 1995.



JOSEPH J. KADOW