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January 30, 1995

Florida Department Of State
Division Of Corporations
P. O. Box 6327
Tallahassee, Florida 32301

Re: Applebootz, Inc.

Dear Sir/Madam:

Enclosed are an original and a copy of the Articles Of Incorporation of the above referenced corporation. Also, enclosed is a check in the amount of \$122.50 covering the fees and charges.

Please file the original, indicate the filing date on the copy, and return a certified copy to me. If you require additional information, please do not hesitate to call at (800)543-4940.

Thank you for your assistance in this matter.

Sincerely,

Anita K. Bing

Anita K. Bing, Esq.
BING & ASSOCIATES, P.A.

AKB/cg

Enclosures: Original Articles of Incorporation
Copy Articles of Incorporation
Check in the amount of \$122.50

*Will
Went*

RECEIVED
95FEB-6 PM 3:25
DIVISION OF CORPORATIONS

FILED
95 FEB -6 10:11
TALLAHASSEE, FL

ARTICLES OF INCORPORATION
OF
APPLEBOOTZ, INC.

FILED
JAN 11 1981
CLERK OF COURT
STATE OF FLORIDA
COUNTY OF DALLAS

ARTICLE I. NAME

The name of this corporation shall be APPLEBOOTZ, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Florida Department Of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 10,000 no par value shares of common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions
Imposed By This Corporation's Articles Of Incorporation, A Copy
Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be one (1). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be:

ANITA K. BING, 100 S. ASHLEY DRIVE, SUITE 2100, TAMPA, FL 33602

The name of the individual who shall serve as this corporation's initial registered agent at that address is:

ANITA K. BING

ARTICLE X. INCORPORATORS

The names and addresses of the individuals who shall serve as this corporation's incorporators are:

ANITA K. BING, 100 S. ASHLEY DRIVE, SUITE 2100, TAMPA, FL 33602

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.



Anita K. Bing, Incorporator

REGISTERED AGENT DESIGNATION

I hereby accept my designation as resident agent and agree to serve as the resident agent of APPLEBOOTZ, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for APPLEBOOTZ, INC.

Anita K. Bing

Anita K. Bing - Registered Agent

FILED
FEB - 5 1995
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State Of Florida

County Of Hillsborough

On January 30, 1995, ANITA K. BING, designated above as the individual who shall serve as the corporation's registered agent, and the individuals, designated above, as the corporation's incorporators, all of whom are personally known to me, or produced Florida driver's licenses as identification, and all of whom personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation of APPLEBOOTZ, INC.

Nancy Carole Hagen
Notary Public

Nancy Carole Hagen
(Notary Public - Printed Or Typed Name)

Commission Expiration Date
Commission Number:

(SEAL)