

P95000017704

March 1, 1995

State of Florida  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32314

RE: Articles of Incorporation  
Florida Pride, Inc.

700001420077  
-03/03/95--01009--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sirs:

Enclosed please find 3 originals of the Articles of Incorporation for Florida Pride, Inc., and our company check in the amount of \$ 70.00 for the fees (no certified copy is requested).

Please return one copy to:  
Florida Pride, Inc.  
16358 Mellen Drive  
Jupiter, FL 33478

Thank you,

*James F. Holmes*

James F. Holmes  
President  
Accounting Services of America  
Suite # 12-102  
631 Lyons Road  
Coconut Creek, FL 33063  
305-971-2020 Phone and Fax

FILED  
95 MAR -2 AM 9:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*DMC*  
*3/3/95*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

FLORIDA PRIDE, INC.

ARTICLE I - NAME

The name of this corporation is:

FLORIDA PRIDE, INC.

ARTICLE II - DURATION

The corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any and all lawful endeavors and transactions, for which corporations may be incorporated, together with all necessary purposes related thereto, pursuant to Chapter 607, Florida Statutes, entitled "The Florida General Corporation Act".

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 2,500 shares of One Dollar ( \$1.00 ) par value common stock, which shall be designated common shares.

ARTICLE V - PREFERENCES, LIMITATIONS,  
AND RELATIVE RIGHTS OF SHARES OF CAPITAL STOCK

Except as otherwise provided by law, the entire voting power for election of directors and all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI - PRE-EMPTED RIGHTS

Every share holder upon the sale for cash of any new stock of

this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro-rata share ( as nearly as may be done without the issuance of fractional shares ) at a price at which it is offered to others.

#### ARTICLE VII - INITIAL OFFICE

The initial post office of this corporation in the State of Florida is: FLORIDA PRIDE, INC.  
16358 MELLON LANE  
JUPITER, FL 33478

#### ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director, initially. The number of directors may either be increased, or diminished from time to time by the Bylaws, but shall never have less than one (1). The name and address of the initial director of this corporation is as follows:

NAME	ADDRESS	(SHARES)
RICHARD C. THOMAS	16358 MELLON LANE JUPITER, FL 33478	2500

#### ARTICLE IX - INCORPORATOR

The name and address of the person executing the Articles of Incorporation, as Incorporator is as follows:

NAME	ADDRESS
RICHARD C. THOMAS	16358 MELLON DRIVE JUPITER, FL 33478

#### ARTICLE X - BYLAWS

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

#### ARTICLE XI - RESTRICTIONS OF TRANSFER OF STOCK

Shares held by the shareholder may not be resold, or otherwise transferred to other persons, without the written approval of the other shareholders. The price and the terms at which, and the time in which said shares may be offered and sold shall be specified by a written agreement between the shareholders of this corporation.

#### ARTICLE XII - CUMULATIVE VOTING

At each election for directors, every shareholder entitled to vote at each election shall have the right to cumulate his votes by giving candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or be distributing such votes on the same principal amount of any number of such candidates.

#### ARTICLE XIII - CALLING OF SPECIAL MEETINGS

Special shareholder meetings may be called by the board of directors, or by any holders of 50% of the shares entitled to vote.

#### ARTICLE XIV - SHAREHOLDER QUORUM AND VOTING

A majority of the shares entitled to vote represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

#### ARTICLE XV - APPROVAL FOR MERGER AND SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan or merger shall require in every case, whether or not such approval is required by law.

#### ARTICLE XVI - SHAREHOLDERS MEETING REQUIRED

Any action of the shareholder of this corporation must be taken at a meeting of the shareholders of this corporation duly called as provided by law.

#### ARTICLE XVII - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by, or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

#### ARTICLE XVIII - POWERS

The corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

#### ARTICLE XIX - DIRECTOR QUORUM AND VOTING

A majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director, or directors have abstained from the voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be an act of the board of directors.

#### ARTICLE XX - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any

former officer or director, to the full extent permitted by law.

ARTICLE XXI - 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 restriction.

IN WITNESS WHEREOF, I, the undersigned subscribed has executed these Articles of Incorporation, this 1ST of MARCH, 1995

*Richard C. Thomas*

RICHARD C. THOMAS  
President

STATE OF FLORIDA

COUNTY OF BROWARD

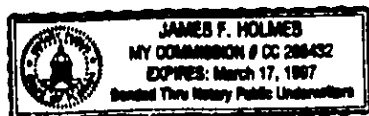
I hereby certify that on this day before me, a NOTARY PUBLIC, duly authorized in the state and county named above to take acknowledgements, personally appeared,

*Richard C. Thomas*

RICHARD C. THOMAS  
President

to me known to be the person described as subscribed in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they subscribed to those Articles of Incorporation.

Witness my hand and official seal this 1ST DAY of MARCH, 1995.



*James F. Holmes*  
NOTARY PUBLIC  
STATE OF FLORIDA

FILED

ARTICLE XXII - RESIDENT AGENT

95 MAR -2 AM 9:52

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The corporation does hereby designate:

RICHARD C. THOMAS  
16358 MELLE DRIVE  
JUPITER, FL 33478

as its Resident Agent for the purpose of accepting service  
in behalf of the corporation. Said Resident Agent does hereby  
signify his/her acceptance of this appointment as said  
Resident Agent for the corporation by signing his/her acceptance.

ACCEPTANCE OF RESIDENT AGENT FOR THE  
PURPOSE OF ACCEPTING SERVICE UPON:

RICHARD C. THOMAS  
16358 MELLE DRIVE  
JUPITER, FL 33478

The undersigned does hereby accept the office of Resident Agent  
for, and in behalf of, A. FLORIDA PRIDE, INC. A  
Florida Corporation, for the purpose of accepting service upon  
said corporation and no other purpose.

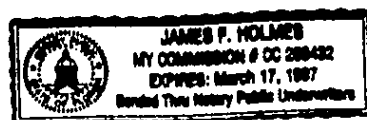
This 1st Day of MARCH, 1995

*Richard C. Thomas*  
RICHARD C. THOMAS  
(RESIDENT AGENT)

STATE OF FLORIDA

COUNTY OF PALM BEACH

Witness my hand and official seal this 1st Day of March, 1995



*James F. Holmes*  
NOTARY PUBLIC  
STATE OF FLORIDA  
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