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HENRY ESTEVA
OF COUNSEL

March 22, 1995

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida, 32314

EFFECTIVE DATE

3-21-95

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-03/24/95--01061--004
****122.50 ****122.50

Re: Rolling Stoned, Inc.

Dear Sir:

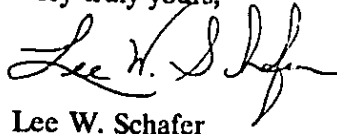
Please find enclosed an original and a copy of Articles of Incorporation for the above-named corporation along with an original and a copy of Certificate of Designation Registered Agent/Registered Office. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent	
Designation	<u>35.00</u>
Total	\$ 122.50

Please file the original of the enclosed Articles of Incorporation and Certificate of Designation Registered Agent/Registered Office and return a certified copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Very truly yours,



Lee W. Schafer

LWS:emm
lwa/boward.lct

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 MAR 24 PM 4:02

3-27
KAN

EFFECTIVE DATE

3-21-95

ARTICLES OF INCORPORATION
OF
ROLLING STONED, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 MAR 24 PM 4:02

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. **Name.** The name of this corporation is ROLLING STONED, INC.
2. **Principal Office or Mailing Address.** The principal office or the mailing address of the corporation is 1791 Florida Avenue, Palm Harbor, Florida 34683.
3. **Existence and Duration.** This corporation shall begin existence on the date of execution and acknowledgment of these Articles of Incorporation and shall have perpetual existence.
4. **Purpose.** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.
5. **Capital Stock.** The corporation is authorized to issue 7,500 shares, all of one class, at \$1.00 par value.
6. **Initial Registered Office and Agent.** The address of the initial registered office of this corporation is 1791 Florida Avenue, Palm Harbor, Florida, 34683 and the name of its initial registered agent at said address is NOEL J. HOWARD.
7. **Initial Board of Directors.** This corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one.

The name and address of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
NOEL J. HOWARD	1791 Florida Avenue Palm Harbor, Florida 34683

8. **Incorporator.** The name and address of the Incorporator signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
NOEL J. HOWARD	1791 Florida Avenue Palm Harbor, Florida 34683

9. **Amendment of Articles.** This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

10. **Preemptive Rights.** Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently

authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he, she or it holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him, her or it to exercise his, her or its preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 21 day of March, 1995.

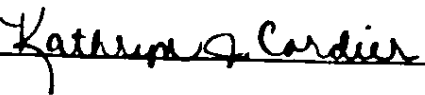

NOEL J. HOWARD
Incorporator

STATE OF FLORIDA

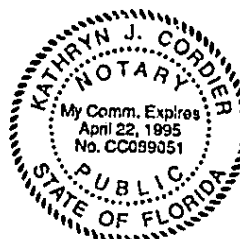
COUNTY OF PINELLAS

The foregoing Articles of Incorporation was acknowledged before me this 21st day of March, 1995, by NOEL J. HOWARD, who is personally known to me or who has produced his Florida driver's license as identification and who did take an oath.

NOTARY PUBLIC

Sign: 

Print: KATHRYN J. CORDIER
State of Florida at Large (Seal)
My commission expires:



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is ROLLING STONED, INC.
2. The name and address of the registered agent and office is:

NOEL J. HOWARD
1791 Florida Avenue
Palm Harbor, Florida 34683



NOEL J. HOWARD
Incorporator

March 21, 1995

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



NOEL J. HOWARD

March 21, 1995