

P95000033899  
Barry A. Weiner

220 Sunrise Avenue, Suite 203 • Palm Beach, Florida 33480  
407-655-9603 Fax: 407-659-6468

April 19, 1995

Karen Gibson  
Florida Dept. State/Div. of Corp.  
409 E. Gaines St.  
Tallahassee FL 32399

RECEIVED  
APR 26 AM 8:33  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

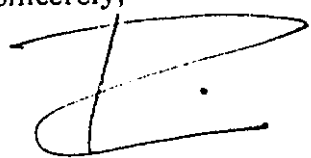
Dear Ms. Gibson:

Please find enclosed a check for \$122.50 for a certified copy of the Articles of Incorporation for AVALON BLUE, INC. Please use the enclosed Federal Express waybill to send the certified copy to:

**DEREK JONES**  
**235 SUNRISE AVENUE, SUITE 1050**  
**PALM BEACH, FLORIDA 33480**

If you have any further questions, please do not hesitate to call me or Mr. Jones at 407-655-9603 or fax me at 407-659-6468.

Sincerely,



Barry A. Weiner

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**ARTICLES OF INCORPORATION**  
**OF**  
**AVALON BLUE INCORPORATED**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of this corporation shall be:

**AVALON BLUE INCORPORATED**

The principle place of business of this corporation shall be:  
220 Sunrise Avenue, Suite 203, Palm Beach, Florida 33480

**ARTICLE II - NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000,000 shares of common stock having no par value per share.

**ARTICLE IV - ADDRESS**

The street address of the initial registered office of the corporation shall be 220 Sunrise Avenue, Suite 203, Palm Beach, Florida 33480, and the name of the registered agent of the corporation at that address is Barry A. Weiner.

**ARTICLE V - TERMS OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE VI - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he or she already holds, shall have the right to purchase his or her pro rata share thereof at the price at which it is offered to others.

**ARTICLE VII - SPECIAL PROVISION**

It is the intent of the Incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
95 APR 26 AM 8:33

**ARTICLE VIII - OFFICERS AND DIRECTORS**

This corporation shall have one officer and/or director, initially. The name and street addresses of the officers and directors who shall hold office until his/her successor(s) are elected or appointed are:

Barry A. Weiner  
220 Sunrise Avenue, Suite 203  
Palm Beach, Florida 33480

SECRET  
TALLAHASSEE, FLORIDA  
MAY 23 1995

**ARTICLE IX - LIMITATION OF LIABILITY**

Each director, stockholder and officer, in consideration for his or her services, shall, in the absence of fraud be indemnified, whether in office or not, for the reasonable cost and expense incurred by him or her in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him or her by reason of his or her being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The forgoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

**ARTICLE X - SELF DEALING**

No contract or other transaction between this corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the of the directors of the corporation is or are interested in a contract or transaction, or are directors, or officers of any other corporation, and may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved of any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or herself or any firm, association or corporation in which he or she may be in any way interested. Any director of the corporation may vote upon any such transaction with the corporation without regard to the fact that he or she is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of :

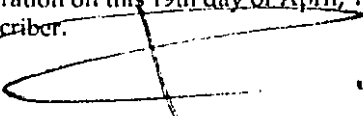
Barry A. Weiner

**ARTICLE XI- SUBSCRIBER**

The name and street address of the subscriber to these Articles of Incorporation is:

Barry A. Weiner  
220 Sunrise Avenue, Suite 203  
Palm Beach, Florida 33480

The undersigned has executed these Articles of Incorporation on this 19th day of April, 1995 and accepts the undersigned as registered agent, as well as the subscriber.

  
\_\_\_\_\_  
Barry A. Weiner

# P95000033899

OFFICE USE ONLY (Document #)

Derek Jones  
(Requestor's Name)  
235 Sunrise ave., #1050  
(Address)  
Palm Bch., Fl. 33480  
(City, State, Zip) (Phone #)

400001487664  
-05/15/95--01082--004  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

- AVALON BLUE INCORPORATED # P95000033899  
(Corporation Name) (Document #)
- FIND PATH INCORPORATED # P95000033898  
(Corporation Name) (Document #)
- \_\_\_\_\_  
(Corporation Name) (Document #)
- \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in     Pick up time \_\_\_\_\_     Certified Copy  
 Mail out     Will wait     Photocopy     Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input checked="" type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Amend  
5/19  
EB

FILED  
MAY 15 PM 2:23  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Examiner's Initials

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

FILED  
95 MAY 15 PM 2:23  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

AVALON BLUE INCORPORATED

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Articles IV, VIII as attached.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: May 8, 1995.

FOURTH: Adoption of Amendment(s) (check one)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups.

*The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_"  
(voting group)

- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

(continued)

Signed this 8 day of May, 19 95.

Signature William Weiner  
(By the Chairman or Vice Chairman of the Board of Directors,  
President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

William Weiner  
Typed or printed name

Director / Reg. Agent  
Title

# Avalon Blue, Inc.

220 Sunrise Avenue, Suite 203 • Palm Beach, Florida 33480  
407-832-7800 Fax: 407-832-7884

Amendments to the Articles of Incorporation of Avalon Blue, Incorporated are as follows:

**Article IV**            The Registered Agent of the corporation at the registered office shall be William Weiner.

**Article VIII**        The corporation shall have two directors. The name and street address of the additional director is:  
                             William Weiner  
                             220 Sunrise Avenue, Suite 203  
                             Palm Beach FL 33480

# Avalon Blue, Inc.

220 Sunrise Avenue, Suite 203 • Palm Beach, Florida 33480  
407-832-7800 Fax: 407-832-7884

## A F F I D A V I T

This Affidavit will serve to state that AVALON BLUE, INC. wishes to amend its Articles of Incorporation to insert a new Director, and change the Registered Agent as follows:

WILLIAM WEINER is appointed as an additional Director, and as Registered Agent.

The address of the registered office shall be 220 Sunrise Avenue, Suite 203, Palm Beach, Florida 33480, and the Registered Agent at that address shall be William Weiner.

By my signature below, I accept and understand the appointments listed above:

*William Weiner*

William Weiner, Director & Registered Agent