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**HOEQUIST & HAND**

*An Association of Attorneys & Professional Associations  
Not A Partnership*

CHARLES E. HOEQUIST, P.A.  
RONALD M. HAND, P.A.

Reply to:  
P. O. Box 533040  
Orlando, FL 32853-3040

3191 Maguire Blvd., Suite 167  
Orlando, FL 32803  
Phone: 407/896-5440  
FAX: 407/896-5443

Jeffrey C. Sparks, Esq.

418 W. Bryan St.  
Kissimmee, FL 32741  
Phone: 407/846-6133  
FAX: 407/846-3664

May 15, 1995

Department of State  
Corporate Division  
P. O. Box 6327  
Tallahassee, FL 32314

100001494511  
-05/19/95--01043--017  
\*\*\*\*122.50 \*\*\*\*122.50

Subject: By-Your-Side Adult Companion Service, Inc.

Gentlemen:

Enclosed are Articles of Incorporation for the above-referenced corporation. Please cause same to be filed and return a certified copy to me. Enclosed is my check in the amount of \$122.50.

Thank you for your prompt attention to this matter.

Very truly yours,

*Dictated by Mr. Hoequist, but not read.  
Mailed in his absence to avoid delay.*

Charles E. Hoequist, Esq.

CEH:sp

Enclosure

FILED  
95 MAY 19 PM 2:02

SAB  
5/22/95

**ARTICLES OF INCORPORATION**  
**OF**  
**BY-YOUR-SIDE ADULT COMPANION SERVICE, INC.**

KNOW ALL MEN BY THESE PRESENTS: That the undersigned incorporators have associated themselves together, and do hereby certify that they associate themselves together for the purpose of forming a body corporate under and by virtue of Chapter 607, Florida Statutes, 1994, for the transaction of business with and under the following charter:

**ARTICLE I**

The name of the corporation shall be **BY-YOUR-SIDE ADULT COMPANION SERVICE, INC..**

**ARTICLE II**

The general nature of the business to be transacted by this corporation shall be:

(a) To engage in any business or do any and all acts and things incident to or to which the Board of Directors may deem necessary to the carrying out or the success of any business outlined herein, and to engage in any and every lawful business whatsoever, whether hereinafter mentioned or not.

(b) To sell any and all products of any nature or kind whatsoever.

(c) To acquire by purchase or otherwise, to own and possess, any and all real property, of any kind or nature, wheresoever situated, and any interest in or right appertaining to any of such property; to hold, use, improve, rebuild, enlarge or alter building or other improvements on any of such property, or any part of such property, or any rights or interest therein or thereto appertaining; and, generally to deal with and act in relation to such property in any and every way.

(d) To acquire and deal with, in any manner, licenses of all kinds; and to turn to account, sell, assign, lease, pledge, or otherwise dispose of and deal with: (1) any and all licenses, privileges, easements, concessions, inventions, tradenames, trademarks, brands, distinctive marks and franchises of any and all kinds, and right or rights analogous thereto; and (2) any and all rights, territorial or otherwise, thereunder; and to carry on any lawful business whatsoever, whether manufacturing or otherwise, which the corporation may deem calculated, directly or indirectly, to accomplish its objects, or any of them, provided, however, that they shall be incidental to the purposes of the corporation.

(e) To purchase or acquire the whole or any part of the property, assets, good will, rights and business, and to undertake or assume the whole or any part of the bonds, mortgages, franchises, leases, contracts, indebtedness, guarantees, liabilities and obligations of any person, firm, association, corporation or organization heretofore or hereafter engaged in any business similar to any of the businesses of the corporation; and to pay for the same, or any part or combination thereof, in cash, shares of the capital stock, bonds, debentures, notes or other obligations of the corporation, or otherwise, or by undertaking or assuming the whole or any part of the liabilities or obligations of the transferors; and to hold, or in any manner dispose of, the whole or any part of the property and assets so acquired or purchased; and to utilize, enjoy and conduct, in any lawful manner, the whole or any part of the business so acquired, and to exercise all of the powers necessary or convenient in and about the conduct, management and carrying on of such business.

(f) To purchase, subscribe for or otherwise acquire, hold, own, sell, pledge, or otherwise dispose of the stock, voting trust certificates, bonds, obligations, securities or other evidences of indebtedness of any individual, firm, association, government, or subdivision thereof; and to issue in exchange therefore the stocks, bonds or other obligations of this corporation, or any other of its property, and, while the owner of any such stock, voting trust certificates, bonds, obligations, securities or other evidences of indebtedness, to exercise in respect thereof all the rights, powers and privileges of individual ownership, including the right to vote thereon for any and all purposes; and, upon a distribution of the assets, or a division of the profits of the corporation, to distribute any such shares of capital stock, voting trust certificates, bonds, obligations, securities or other evidences of indebtedness, or the proceeds thereof, among the stockholders of this corporation.

(g) To guarantee, so far as permitted by law, the payment of dividends upon any shares of the capital stock of, or the performance of any contract by, and any corporation or association in which the corporation shall have an interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation or association and to aid in any manner permitted by law any other corporation or association, domestic or foreign, any bonds or other securities or evidences of indebtedness of which, of shares of stock in which, are held by or for this corporation, or in which or in the welfare of which, this corporation shall have any interest; and to do any acts or things designed to protect, preserve, improve, or enhance the value of any such bonds or other securities or evidences of indebtedness, or such shares of stock or other property of the corporation.

(h) To borrow or raise the money for any of its purposes without limit as to amount; and to make, execute, issue and endorse bonds, debentures, promissory notes or other obligations or evidences of indebtedness, of any nature and in any manner, whether secured or unsecured, for monies so borrowed, or in payment of property acquired, or for any of the objects or purposes of the corporation; and to secure the payment of the principal and interest of any such obligation by mortgage, pledge, deed, indenture, agreement, instrument of trust, lien upon, assignment of, or agreement in respect of, all or any part of the property, real, or personal, or for the corporation or of all or any of its rights or interest therein, wheresoever situated, and whether at the time owned or thereafter acquired; and in such manner and upon such terms as the Board of Directors may deem judicious, to sell or pledge such bonds, or obligations, or to discount notes of the corporation for its corporate purposes.

(i) To buy, sell, hold and reissue the stocks and bonds or other securities of this corporation, insofar as the same is permitted by law.

(j) To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or convenient for the business of this corporation, or business of a similar nature, with any person, firm, corporation, private, public or municipal body politic under the government of the United States, or any state, territory, or colony thereof, or any foreign government so far as, and to the extent that the same may be done and performed by corporations organized under the stock corporation law.

(k) To do any and all things necessary, suitable, convenient or proper for, or in connection with, or incidental to, the accomplishment of any one or more of the purposes, or the attainment of any one or more of the objects herein enumerated, or designed, directly or indirectly, to promote the interest of the corporation or to enhance the value of any of its property or business.

(l) To carry on business at any place or places within the jurisdiction of the United States, and in any and all foreign countries, and to purchase, hold, mortgage, convey, lease, or otherwise dispose of an deal with real and personal property at any such place or places.

(m) To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes, the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either along or in connection with other corporations, firms, or individuals, and either as principal or agent, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects, purposes or powers, or any of them.

(n) To manufacture any and all products of any nature or kind whatsoever.

### ARTICLE III

The number of shares of stock which may be issued by the corporation is One Thousand (1000) all of which shall be common stock with a par value of One Dollar (\$1.00) per share.

### ARTICLE IV

The amount of capital, in lawful money of the United States or its equivalent, with which this corporation shall begin business shall be the sum of Five Hundred and No/100 (\$500.00) Dollars or more.

### ARTICLE V

This corporation shall have perpetual existence.

### ARTICLE VI

The principal office of this corporation is: 1320 N. Bermuda Avenue, Kissimmee, Florida 34741.

### ARTICLE VII

The official registered agent of this corporation is Charles E. Hoequist, 3191 Maguire Blvd., Suite 167, Orlando, Florida 32803.

### ARTICLE VIII

The names and post office addresses of the first Board of Directors, the President, Vice President, Secretary and Treasurer, who, subject to the provisions of the Articles of Incorporation, the By-Laws of the corporation and Chapter 607, Florida Statutes, 1992, shall hold office during the first year of the corporation's existence, or until their successors are elected or appointed and have qualified are as follows:

#### DIRECTORS

Kathlene Moutrey

Cornelius Vetten

Conswalla Johnston

#### ADDRESSES

1721 Freeman Drive  
Kissimmee, FL 34744

1721 Freeman Drive  
Kissimmee, FL 34744

1115 Niki Ridge Court  
Kissimmee, FL 34747

<u>OFFICERS</u>	<u>TITLES</u>	<u>ADDRESSES</u>
Kathlene Moutrey	President	1721 Freeman Drive Kissimmee, FL 34744
Cornelius Vetten	Vice President	1721 Freeman Drive Kissimmee, FL 34744
Conswalla Johnston	Sec/Treas	1115 Niki Ridge Court Kissimmee, FL 34747

#### ARTICLE IX

The name and post office address of each subscriber of the Articles of Incorporation are as follows:

<u>SUBSCRIBERS</u>	<u>ADDRESSES</u>
Kathlene Moutrey	1721 Freeman Drive Kissimmee, FL 34744

#### ARTICLE X

The Board of Directors of this corporation shall be comprised of one or more persons fixed from time to time by the By-Laws of the corporation.

#### ARTICLE XI

The business of the corporation shall be managed, controlled and conducted by a Board of Directors and by a President, Vice President, Secretary and Treasurer. Any person may hold one or more offices. The Directors shall be chosen annually after the first year of existence of the corporation by the stockholders, at the annual meeting of the stockholders. The officers who shall serve during the first year of the existence of the corporation, or until their successors are elected and have qualified shall be: Kathlene Moutrey, President; Cornelius Vetten, Vice President; Conswalla Johnston, Secretary/Treasurer.

The number of Directors and their terms of office and manner of election, as well as their duties, shall be prescribed by the By-Laws. The officers shall be elected by the Board of Directors.

A majority of the Directors present at any meeting, duly and regularly called, shall constitute a quorum, and a majority vote of Directors present shall control.

The annual meeting of the stockholders shall be held at the time and place which shall be set forth in the By-Laws of the corporation.

## ARTICLE XII

The Board of Directors shall have full power and authority to fix the price for, and to fix limitations upon, the issuance of all stock certificates and for the sale of all stock. All payments for stock shall be payable in lawful money of the United States of America; provided, however, that any designated portion of stock shall be made payable in property, labor or services at a just valuation, to be fixed by the incorporators or by the Directors at a meeting called for such purpose. Property, labor or services may also be purchased or paid for with capital stock at a just valuation of such property, labor or services, to be fixed by the Directors of the corporation at a meeting called for such purpose. All stock issued shall be fully paid and non-assessable. Stock shall be transferable only in the manner prescribed in the By-Laws of the corporation and every person becoming a stockholder by such transfer shall, in proportion to his stock, succeed to all the rights and liabilities of the prior holder. The By-Laws of the corporation shall include provisions governing the issuance of stock certificates to replace lost or destroyed certificates.

Immediately after the adjournment of the annual meeting of the stockholders, the Directors shall hold their annual meeting of the election of officers and such other business as may properly come before the meeting. Meetings of the stockholders and meetings of the Board of Directors of this corporation may be held within or without the State of Florida. This corporation may have such other places of business besides the principal place of business, either within or without the State of Florida, as may be deemed desirable.

The amount of indebtedness or liability to which this corporation may be any time subject itself shall be unlimited.

This corporation shall adopt an appropriate seal, and shall adopt By-Laws for the government of its affairs, not inconsistent with the Articles of Incorporation and the laws of the State of Florida, which may be amended or repealed as provided in said By-Laws.

IT WITNESS WHEREOF, the subscriber hereto has set his hand and seal this 15 day of May, 1995.

Signed, sealed and delivered  
in the presence of:

Sandra Perkins

Cheryl A. Mills

Kathlene Moutrey  
Kathlene Moutrey

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 15<sup>th</sup>  
day of May, 1995 by Kathlene Moutrey who is personally known to me.

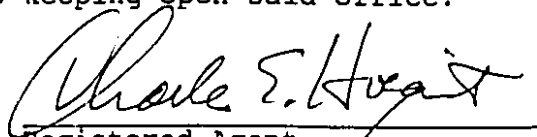
  
Notary Public

SANDRA S. PERKINS  
Notary Public, State of Florida  
My Comm. expires Sept. 24, 1995  
Comm. No. CC136271

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT DESIGNATION

Having been named Registered Agent for BY-YOU-R-SIDE ADULT  
COMPANION SERVICE, INC. to accept service of process of said  
Corporation, at place designated in this Certificate, I hereby  
accept to act in this capacity and agree to comply with the  
provisions of said Act relative to keeping open said office.

  
Registered Agent

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 15<sup>th</sup>  
day of May, 1995 by Charles E. Hoequist, Esq. who is personally  
known to me.

  
Notary Public

My Commission Expires:

SANDRA S. PERKINS  
Notary Public, State of Florida  
My Comm. expires Sept. 24, 1995  
Comm. No. CC136271