

P95000041535

LAW OFFICES  
HONIGMAN MILLER SCHWARTZ AND COHN  
A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

300 NORTH ORANGE AVENUE  
SUITE 1300  
POST OFFICE BOX 2471  
ORLANDO, FLORIDA 32802-2471

TELEPHONE 14071648-0300  
TELECOPIER 14071648-1188

ORLANDO L. EVORA, P.A.

DIRECT DIAL NUMBER  
14071648-7444

May 19, 1995

WEST PALM BEACH, FLORIDA  
TAMPA, FLORIDA  
DETROIT, MICHIGAN  
LANSING, MICHIGAN  
HOUSTON, TEXAS  
LOS ANGELES, CALIFORNIA

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

RE: **GEOGRAPHIC TRANSITIONS, INC.**

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation for **Geographic Transitions, Inc.**, together with a check in the amount of \$122.50 representing a \$35 filing fee, \$52.50 for a certified copy and a \$35 registered agent fee. Please return the certified copy to the undersigned by using the envelope enclosed for your convenience..

Please do not hesitate to call my office if you should have any questions.

Thank you for your assistance.

Very truly yours,

HONIGMAN MILLER SCHWARTZ AND COHN

*Julie L. Fisher*  
Julie L. Fisher,  
Secretary to Orlando L. Evora, P.A.

/jlf  
Enclosures

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**ARTICLES OF INCORPORATION  
OF  
GEOGRAPHIC TRANSITIONS, INC.**

95 JULY 22 11 11 AM '95  
STATE OF FLORIDA  
CORPORATION

The undersigned, acting as Incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I  
NAME**

The name of this corporation is **GEOGRAPHIC TRANSITIONS, INC.**

**ARTICLE II  
DURATION**

This corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually unless dissolved by operation of law.

**ARTICLE III  
GENERAL PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be from time to time amended.

**ARTICLE IV  
CAPITAL STOCK**

This corporation is authorized to issue one thousand (1,000) shares of capital stock, which shall be designated Common Shares with a par value of One and No/100 Dollars (\$1.00). The directors of the corporation are authorized and empowered to issue the capital stock of the corporation as they in their discretion shall determine.

**ARTICLE V  
PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock in 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 thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.



FILED  
MAY 22 1995  
ORANGE COUNTY, FLORIDA

**ARTICLE XI  
AMENDMENT**

The 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 shareholder is subject to this reservation.

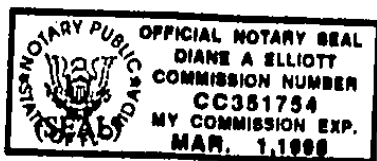
IN WITNESS WHEREOF, the undersigned has executed these Articles at Winter Park, Florida, this 18 day of May, 1995.

**INCORPORATOR:**

Paul L. Dyer  
PAUL L. DYER

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 18 day of May, 1995, by PAUL L. DYER, who is personally known to me [] or has produced \_\_\_\_\_ as identification.



Diane A. Elliott  
NOTARY PUBLIC  
Print Name: Diane A. Elliott  
My Commission Expires: \_\_\_\_\_

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent for the above stated corporation at the place designated in the Articles of Incorporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

**REGISTERED AGENT:**

Paul L. Dyer  
PAUL L. DYER

P95000041535

DAVID K. WITTEK

DAVID K. WITTEK  
PROFESSIONAL ASSOCIATION  
ATTORNEY AND COUNSELOR AT LAW

326 NORTH BURN CREEK AVENUE  
ORLANDO, FLORIDA 32803  
TELEPHONE (407) 897-8180  
FACSIMILE (407) 898-2724

October 10, 1996

Division of Corporations  
Amendment Section  
P.O. Box 6327  
Tallahassee, FL 32314

300001980463--9  
-10/18/96--01097--008  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Geographic Transitions, Inc. - Change of Registered Office of Registered Agent  
and Resignation from Board of Directors

FILED  
96 OCT 18 PM 2:45  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Dear Sir or Madam:

Enclosed please find an original and one copy of Notice of Change of Registered Office of Registered Agent and Resignation from Board of Directors for the referenced company along with our check for \$35.00 to cover your filing fee. Please file the documents and return the stamped copy to my office in the enclosed self-addressed stamped envelope. If you require further information, please do not hesitate to contact me.

Thank you for your attention to this matter.

Sincerely,

  
David K. Wittek

DKW:dls  
Enclosure as noted  
cc: Geographic Transitions, Inc.

RA Chg.

VS OCT 22 1996

VS OCT 22 1996


**STATEMENT OF CHANGE OF REGISTERED OFFICE AND  
REGISTERED AGENT FOR CORPORATION**

FILED  
96 OCT 18 PM 2:45  
NOTARY PUBLIC STATE  
OF FLORIDA

Pursuant to the provisions of Sections 607.0502 and 607.1508 of the Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in order to change its registered office and registered agent in the State of Florida:

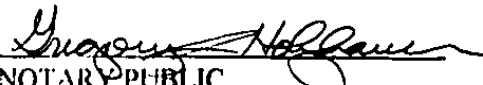
1. The name of the corporation is **GEOGRAPHIC TRANSITIONS, INC.**
2. The date of incorporation is May 22, 1995 with Document #P95000041535.
3. The name and address of the current registered agent and office is;  
Paul L. Dyer  
2281 Lee Road, Suite 105  
Winter Park, Florida 32789
4. The name and address of the new registered agent and office is;  
Andy D. Lockhart  
340 E. Horatio Ave.  
Maitland, Florida 32751

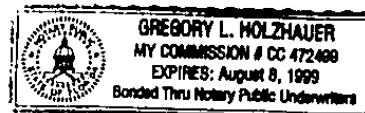
The street address of the registered agent and the business office of the registered agent, as changed, will be identical.

By:   
Andrew D. Lockhart, V.Pres.  
Geographic Transitions, Inc.

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 2nd day of October, 1996, by Andrew D. Lockhart, who is personally known to me  or has produced \_\_\_\_\_ as identification.

  
NOTARY PUBLIC  
Print Name: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_



**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent for GEOGRAPHIC TRANSITIONS, INC. at the place designated in this certificate I hereby accept this appointment as registered agent and agree to act in the capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.

**GEOGRAPHIC TRANSITIONS, INC.  
REGISTERED AGENT:**

A handwritten signature in black ink, appearing to read "Andrew D. Hookhart", written over a horizontal line.

Andrew D. Hookhart