

P93000044377  
**SMITH, WILLIAMS & BOWLES**  
A PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW

JUDITH A. AMAN  
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ROBERT L. HARDING  
J. GREGORY HUMPHRIES\*  
DANIEL W. KING  
SAMUEL R. MANDELBAUM\*\*  
JAMES A. MURPHY  
NEAL A. RIVYER  
DAVID L. SCHMITT  
GREGORY L. WILLIAMS

\*ALSO ADMITTED VA BAR  
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PLEASE REPLY TO TAMPA

May 30, 1995

1000 HIGHLAND AVENUE, SUITE 100  
TAMPA, FLORIDA 33606  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Incorporation of Alby, Inc.

Dear Sir or Madam:

Please find enclosed the following documents with regard to the above corporation:

1. The original and one copy of the Articles of Incorporation for each of the above-named corporation - the original for filing with the State, and the other for certification and return to our office;
2. An original and one copy of the Certificate Designating Registered Agent for each of the above-named corporations; and
3. Smith, Williams & Bowles, P.A. checks made payable to the Secretary of State in the amount of \$122.50 each to cover the following costs:

- |    |                              |          |
|----|------------------------------|----------|
| a. | Filing Fee                   | \$ 35.00 |
| b. | Certified Copy               | 52.50    |
| c. | Registered Agent Designation | 35.00    |
|    | Total:                       | \$122.50 |

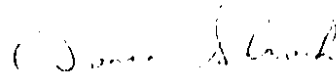
6/8/95  
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Thank you for your assistance in this matter. Should you have any questions please give me a call.

Sincerely,



Donna Slavik  
Assistant to Neal A. Slyyer

/ds  
Enc.

## ARTICLES OF INCORPORATION

OF

ALBY, INC.

### ARTICLE I NAME

The name of the Corporation is ALBY, Inc. The address of the corporation is 12320 Racetrack Road., Tampa, FL 33626.

### ARTICLE II DURATION

The Corporation shall have perpetual existence.

### ARTICLE III PURPOSE

The Corporation is organized for the following purposes: to engage in any activity or business incidental to or related to the business; to acquire and hold stock in any corporation; to engage in joint ventures and partnerships, as a limited or general partner; and to acquire, own, hold, manage, mortgage, improve, lease, sell, exchange, transfer, and otherwise deal with real, personal, and intangible property wherever situate; to carry out the said purposes in any State, territory, district, or possession of the United States, or in any foreign country; and to engage in any activity or business permitted under the laws of the United States, the State of Florida, and any other State or foreign country.

### ARTICLE IV CAPITAL STOCK

The Corporation is authorized to issue 1000 shares of capital stock of the par value of One Dollar (\$1.00) per share which shall be designated "Common Shares", and all of which shall have the same rights and privileges.

### ARTICLE V PRE-EMTIVE RIGHTS

Every Shareholder, upon the sale for cash of any new stock of the 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.

#### **ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Initial Registered Office of the Corporation is 712 S. Oregon Ave., Tampa, Fl. 33606, and the name of the Initial Registered Agent of the Corporation at that address is Neal A. Slyyer.

#### **ARTICLE VII INITIAL BOARD OF DIRECTORS**

The Corporation shall have two Directors initially. The number of Directors may be either increased or diminished from time to time by the Bylaws. The names and addresses of the Initial Directors of the Corporation are:

Mark Alessi 12320 Racetrack Road, Tampa, Fl. 33626

Genevieve Alessi 12 Trumbull Dr., Wallingford, CT 06492

#### **ARTICLE VIII INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is: Mark Alessi 12320 Racetrack Road, Tampa, Fl. 33626.

#### **ARTICLE IX BYLAWS**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

#### **ARTICLE X INDEMNIFICATION**

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

**ARTICLE XI  
AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 26<sup>th</sup> day of May, 1995.

Mark R. Lessi  
SUBSCRIBER

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Mark Alessi, known to me and known by me to be the person who executed the foregoing ARTICLES OF INCORPORATION of Alby, Inc., and he acknowledged before me that he executed those ARTICLES OF INCORPORATION.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 26<sup>th</sup> day of May, 1995.

Shirley J. McDonald  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

SHIRLEY J. McDONALD  
Notary Public, State of Florida  
My comm. expires Nov. 22, 1996.  
Comm. No. CC 242737

### CERTIFICATE DESIGNATING REGISTERED AGENT

In pursuance of Chapter 48.091 and Chapter 607.0501, Florida Statutes, the following is submitted in compliance with said Act:

That Alby, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Certificate of Incorporation, at 2320 Race Track Road, Tampa, FL 33626 has named Neal A. Sivyer, 712 S. Oregon Ave., Tampa, FL 33606, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT: Having been named to accept service of process for the above-stated 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 the proper and complete performance of my duties, and I accept the duties and obligations of Chapter 607.0501, Florida Statutes.

By: Neal A. Sivyer  
REGISTERED AGENT

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 3-12 day of May, 1995, by Neal A. Sivyer, as Registered Agent of Alby, Inc., a Florida not-for-profit/profit corporation, for and on behalf of the corporation. He is personally known to me or has produced as identification and did take an oath.

NOTARY PUBLIC:

Donna M. Slavic  
Print Name:  
STATE OF FLORIDA  
AT LARGE (Seal)

My Commission expires:

My Comm Exp. 10/04/98  
Bonded By Service Ins  
No. CC410054  
DONNA M. SLAVIC  
Previously Known

