

JUN-14-1995

WED 7:00 AM

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TSX X95 FLORIDA DIVISION OF CORPORATIONS  
8:45 AM PUBLIC ACCESS SYSTEM (((H95000006631))) ELECTRONIC FILING COVER  
SHEET TO: DIVISION OF CORPORATIONS FROM: FILINGS, INC. DEPARTMENT OF  
STATE 3732 NW 16TH ST STATE OF FLORIDA 409 EAST GAINES STREET  
FT LAUDERDALE FL 33311- TALLAHASSEE, FL 32399 CONTACT: TERESA ROMAN  
FAX: (904) 922-4000 PHONE: (904) 385-6735 FAX: (904) 385-6761  
(((H95000006631))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: SCHOOL SPIRIT, INC. FAX AUDIT NUMBER: H95000006631 CURRENT  
STATUS: REQUESTED DATE REQUESTED: 06/14/1995 TIME REQUESTED:  
08:49:22 CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0 NUMBER OF  
PAGES: 5 METHOD OF DELIVERY: MAIL ESTIMATED CHARGE: \$122.50  
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*Hold for pick up*

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JUN 14 AM 11:30  
TALLAHASSEE, FLORIDA

*[Signature]* 6/14

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ARTICLES OF INCORPORATION

OF

SCHOOL SPIRIT, INC.

FILED  
55 JUN 14 AM 11:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age, do hereby associate myself for the purpose of becoming a corporation under the laws of the State of Florida, under Section 607 of the Florida Statutes authorizing the formation of corporations.

ARTICLE I - NAME:

The name of the corporation shall be:

SCHOOL SPIRIT, INC.

ARTICLE II - DURATION:

The corporation shall have perpetual existence beginning with the date of filing.

ARTICLE III - PURPOSE:

The corporation is organized for the purpose of transacting any or all lawful business within or without the State of Florida, and to have all powers conferred upon the corporation by the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK:

The corporation is authorized to issue (100) shares of common stock with a par value of One (\$1.00) Dollar per share. All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE V - VOTING RIGHTS:

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

PREPARED BY  
BRAD GLOVSKY, ESQ. 1  
7771 W. OAKLAND PARK BLVD. Suite 205  
SUNRISE, FLORIDA 33351  
305-746-9801-----BAR # 705251

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ARTICLE VI - PREEMPTIVE RIGHTS:

Every stockholder, 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 (as nearly as may be done without issuance of fractional shares) at the prices at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT:

The street address of the initial principal office of the corporation is 8041 W. McNab Road, Tamarac, Florida 33321. The name and address of the initial Registered Agent of the corporation is CHARLES PULERI, 8041 W. McNab Road, Tamarac, Florida 33321.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS:

The corporation shall have two (2) directors initially with the exact number of directors to be specified by the stockholders from time to time. The name and address of the initial directors of the corporation are CHARLES PULERI and DAVID LAW, 8041 W. McNab Road, Tamarac, Florida 33321.

ARTICLE IX - INCORPORATOR:

The name and address of the persons signing these Articles are: CHARLES PULERI and DAVID LAW, 8041 W. McNab Road, Tamarac, Florida 33321.

ARTICLE X - BY-LAWS:

The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors and Stockholders.

ARTICLE XI - STOCKHOLDERS MEETING REQUIRED:

Any action of the stockholders of the corporation must be taken at a meeting of the stockholders of the corporation duly called as provided by law.

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ARTICLE XII - INDEMNIFICATION:

The corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

ARTICLE XIII - CONFLICT:

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors, or officers of such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or she or such firm is so interested shall be disclosed or shall have been known to the Board of directors or a majority thereof, and any director of this corporation who is also a director or an officer of such corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall have authorized any such contract or transaction with like force and effect as if he or she were not such director or officer of such other corporation, or not so interested.

ARTICLE XIV - LIABILITY:

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

ARTICLE XV - AMENDMENT:

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors,

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and any right conferred upon the stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 12<sup>th</sup> day of JUNE, 1995.

Charles Puleri  
CHARLES PULERI

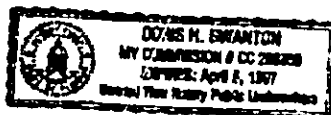
David Law  
DAVID LAW

STATE OF FLORIDA     )  
                                  ) ss.  
COUNTY OF BROWARD    )

The foregoing instrument was acknowledged before me this 12<sup>th</sup> day of June, 1995 by CHARLES PULERI and DAVID LAW, who are personally known to me or who have produced a Drivers License as identification and who did take an oath.

Doris H. Swanton  
NOTARY PUBLIC, State of Florida  
at Large.

My Commission Expires:



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JUN-14-95 10:17 AM

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CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED

In compliance with Chapter 607.0501, Florida Statutes, the following is submitted:

FIRST: That CHARLES PULERI and DAVID LAW are desirous of incorporating under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in City of Tamarac, County of Broward, State of Florida, has named CHARLES PULERI, located at 8041 W. McNab Road, Tamarac, Florida 33321, in the County of Broward and the State of Florida as its Agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above state corporation, at place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative of keeping open said office.

Charles Puleri  
CHARLES PULERI  
Resident Agent

Dated: 6-12-95

FILED  
JUN 14 1995  
TALLAHASSEE, FLORIDA

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