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6/15/95

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OFFICE USE ONLY

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

- 1. NEW PERCEPTIONS INDUSTRIES, INC.  
(Corporation Name) (Document #)
- 2. \_\_\_\_\_  
(Corporation Name) (Document #)
- 3. \_\_\_\_\_  
(Corporation Name) (Document #)
- 4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in  Pick up time 6/22 10:00am  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 type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input 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

6/21/95  
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Examiner's Initials

RECEIVED  
6/15/95  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
JUN 21 11:11 AM '95

**ARTICLES OF INCORPORATION  
OF  
NEW PERCEPTIONS INDUSTRIES, INC.**

The undersigned hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

**ARTICLE I - NAME**

The name of the Corporation is NEW PERCEPTIONS INDUSTRIES, INC.

**ARTICLE II - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

2815 Sweetbriar Drive  
Tallahassee, Florida 32312

**ARTICLE III - COMMENCEMENT AND DURATION**

The corporation is to commence its corporate existence on the date of acknowledgment of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

**ARTICLE IV - PURPOSE**

The corporation is organized for the purpose of transacting any and all lawful business.

#### **ARTICLE V - STATED CAPITAL**

The corporation is authorized to issue six hundred (600) shares of One Dollar (\$1.00) par value common stock. Each outstanding share, regardless of class, shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders.

#### **ARTICLE VI - PREEMPTIVE RIGHTS**

Each shareholder, upon the issuance or sale of either new or treasury stock for cash, property, services, in payment of either corporate debts or otherwise, shall have the right to purchase his or her proportionate share thereof.

The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the board of directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable.

#### **ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 863 East Park Avenue, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is MATTHEW K. FOSTER.

### **ARTICLE VIII - BOARD OF DIRECTORS**

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors.

Any and all of the powers and duties conferred to or imposed upon the board of directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The corporation shall have two directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the corporation but shall never be less than one. The names and addresses of the initial directors of the corporation are as follows:

Lisa Rubenstein  
2815 Sweetbriar Drive  
Tallahassee, FL 32312

James Ronald Mears  
70 John F. Bailey Road  
Blountstown, FL 32424

### **ARTICLE IX - INDEMNIFICATION**

The corporation shall indemnify and hold harmless any present or former officer or director, or person exercising the duties of an officer or director at the request of the corporation, to the full extent now or hereafter permitted by law.

**ARTICLE X - INCORPORATORS**

The name and address of the Incorporator to these articles of incorporation is:

Lisa Rubenstein  
2815 Sweetbriar Drive  
Tallahassee, Florida 32312

**ARTICLE XI - BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended, or repealed by the board of directors.

**ARTICLE XII - AMENDMENT**

These articles of incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby execute these articles of incorporation this 15 day of June, 1995.

  
\_\_\_\_\_  
Lisa Rubenstein

**ACCEPTANCE BY REGISTERED AGENT**

I, the undersigned person, having been named as Registered Agent and to accept service of process for the above-stated corporation at the place designated in this statement, hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

DATED this 20<sup>th</sup> day of June, 1995.

  
\_\_\_\_\_  
MATTHEW K. FOSTER  
Registered Agent