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195000050712

ACCOUNT ID : 072100000032

REFERENCE : 628206 7971A

AUTHORIZATION :

COST LIMIT : \$ 122.50

Patricia Pzyt

ORDER DATE : June 28, 1995

ORDER TIME : 11:57 AM

ORDER NO. : 628206

800001525958

CUSTOMER NO: 7971A

CUSTOMER: Nancy S. Paikoff, Esq
MACFARLANE AUSLEY FERGUSON &
MCMULLEN
P. O. Box 1669

Clearwater, FL 34617

FILED
95 JUN 28 PM 9:25

DOMESTIC FILING

NAME: UAA, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS: JUN 29 1995 BSB

ARTICLES OF INCORPORATION

OF

UAA, INC.

ARTICLE I

Name and Address

The name of this corporation is UAA, Inc., whose place of business is located at 17960 Gulf Blvd., #124, Redington Shores, Florida 33708.

ARTICLE II

Duration

The term of existence of this corporation shall be perpetual.

ARTICLE III

Purpose

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

ARTICLE IV

Capital Stock

This corporation is authorized to issue 7500 shares at One Dollar(s) (\$1.00) par value common stock, which shall be designated "common shares." The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of the corporation may be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986.

All voting powers of this corporation shall be vested in the common stock above designated.

FILED
95 JUN 28 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V
Preemptive Rights

Any shareholder, upon the sale by the corporation for cash of any new stock of this corporation, 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 this corporation is 400 Cleveland Street, 9th Floor, Clearwater, Florida 34615 and the name of the initial registered agent of this corporation at that address is Nancy S. Paikoff.

ARTICLE VII
Initial Board of Directors and Officers

This corporation shall have two director(s) and/or officer(s) initially. The number of directors and/or officers may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and addresses of the initial directors and officers of this corporation are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Joseph Grody	17960 Gulf Blvd., #124 Redington Shores, FL 33708	Director/ President
Suzanne L. Isaack	17960 Gulf Blvd., #124 Redington Shores, FL 33708	Director/ Vice President

ARTICLE VIII
Incorporators

The name and address of the person(s) signing these Articles is:

<u>Name</u>	<u>Address</u>
Joseph Grody	17960 Redington Shores, #124 Redington Shores, FL 33708

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
Shareholder Quorum and Voting

Fifty-one percent (51 %) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XI
Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, and, in addition to and not in limitation thereof, this corporation shall have the power to guarantee the performances of obligations of other persons, partnerships, corporations, or other entities.

ARTICLE XII
Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

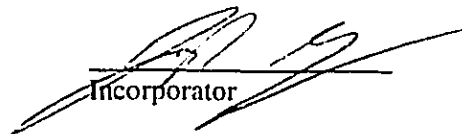
ARTICLE XIII
Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIV
Cumulative Voting

At each election for directors, every shareholder entitled to vote at such elections shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

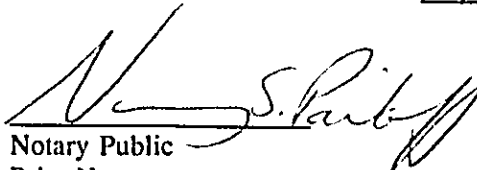
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 27th day of June, 1995.


Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Joseph Grody, to me personally known or who has produced _____ as identification and who did take an oath, and known to me to be the individual described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, said County and State, this 27 day of June, 1995.


Notary Public
Print Name _____
My Commission Expires: _____

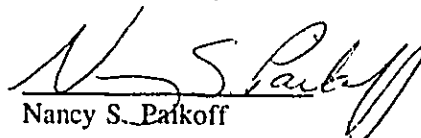
ACCEPTANCE OF DESIGNATION AS AGENT



NANCY S. PAIKOFF
NOTARY PUBLIC, State Of
Florida, My Commission
Expires 3, 1998.
Commission # CC 407808

ACKNOWLEDGMENT:

Having been named to accept service for process for UAA, Inc. at the place designated in this Certificate, I hereby accept and agree to act in said capacity and agree to comply with the provisions of the Florida Corporation Act relative to keeping open said office.


Nancy S. Paikoff