

P9500052046

W. Edward McLeod, P.A.

Attorney at Law

SIGNATURE PLAZA - SUITE 1010  
201 South Orange Avenue, Orlando, Florida 32801  
(407) 841-8412 Pager (800) 840-9667 Fax (407) 423-1406

June 29, 1995

VIA EXPRESS MAIL

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, Florida 32314

100001528861  
-07/03/95--01013--006  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Incorporation of INNSCAPES, INCORPORATED

Recording Personnel:

Enclosed please find the following documents in connection with the incorporation of INNSCAPES, INCORPORATED:

1. The Articles of Incorporation and copy for certification; and
2. A check in the amount of \$122.50 to cover the following items: (a) \$35.00 for filing fee; (b) \$52.50 for one certified copy of the Certificate of Incorporation; and (c) \$35.00 for certificate designating registered agent.

Your assistance in this matter is appreciated. Should you have any questions or comments regarding the above, please do not hesitate to contact me.

Sincerely,

W. EDWARD MCLEOD, P.A.



Ned McLeod

Enclosures

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**ARTICLES OF INCORPORATION  
OF  
INNSCAPES, INCORPORATED**

The undersigned incorporator delivers these Articles of Incorporation in order to form a corporation under the Florida General Corporation Act

**ARTICLE I  
Name and Address**

The name of the Corporation shall be INNSCAPES, INCORPORATED, with its principal place of business at 2152 County Road 557 North, Polk City, FL 33868-9573.

**ARTICLE II  
Corporate Purposes, Power and Rights**

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE III  
Duration of the Corporation**

Existence of the Corporation shall commence on the date all fees are paid and these Articles of Incorporation are filed by the Secretary of State and the Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE IV  
Authorized Stock**

The total number of shares of capital stock which the Corporation has the authority to issue is ten thousand (10,000) shares of Common Stock, with a \$0.50 par value per share. Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

**ARTICLE V**  
**Registered Office and Registered Agent**

The street address of the initial registered office of the Corporation in the State of Florida shall be W. EDWARD MCLEOD, P.A., 201 South Orange Avenue, Suite 1010, Orlando, Florida. The name of the initial registered agent of the Corporation at the registered office shall be W. Edward McLeod, Esquire.

**ARTICLE VI**  
**Initial Board of Directors**

The initial Board of Directors shall consist of one (1) person, which number may be subsequently modified and fixed in the Bylaws of the Corporation. The name and address of the person who shall serve as director of the Corporation until the first meeting of shareholders is:

Name	Address
DANIEL E. HARVEY	2152 County Road 557 North Polk City, Florida 33868-9573

**ARTICLE VII**  
**Incorporator**

The name and address of the incorporator of the Corporation is:

Name	Address
W. EDWARD MCLEOD	201 South Orange Avenue, Suite 1010 Orlando, Florida 32801

**ARTICLE VIII**  
**Indemnity**

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any

expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act

ARTICLE IX  
Control-Share Acquisitions

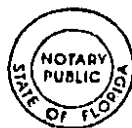
The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

Executed this 29th day of June, 1995.

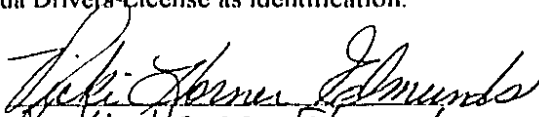
  
W. Edward McLeod, Incorporator

STATE OF FLORIDA     )  
                                  )SS:  
COUNTY OF ORANGE    )

The foregoing instrument was acknowledged before me this 29th day of June, 1995, by W. EDWARD MCLEOD who produced a Florida Drivers-License as identification.



VICKI HORNER EDMUNDS  
My Comm Exp. 4/11/97  
Bonded By Service Ins  
No. CC275537  
|| Personally Known   || Other I. D.

  
Vicki Horner Edmunds

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Pursuant to the Florida General Corporation Act, the following is submitted, in compliance with said Act:

Having been named as registered agent for INNSCAPES, INCORPORATED, at 2152 Co. Rd. 557 No., Polk City, FL 33868-9573, I hereby accept the appointment of registered agent for such corporation. I am familiar with, and accept, the obligations provided for in Florida Statutes Section 607.325.

By:  6/29/95  
W. Edward McLeod, Registered Agent

P95000052046

W. Edward McLeod, P.A.

Attorney at Law

SIGNATURE PLAZA - SUITE 1010  
201 South Orange Avenue, Orlando, Florida 32801  
(407) 841-8412 Pager (800) 840-9667 Fax (407) 423-1406

FILED  
95 AUG -6 AM 10:24  
CLERK OF COURT  
JANICE L. GIBSON

August 2, 1995

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, Florida 32314

200001553502  
-08/04/95--01058--018  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re INNSCAPES, INCORPORATED  
Articles Of Amendment

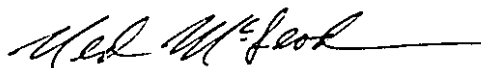
Recording Personnel:

Enclosed please find an executed original (and one copy) of the Articles of Amendment of the Articles of Incorporation for the Florida corporation, INNSCAPES, INCORPORATED. Please record these amendment articles in the records maintained by the Secretary of State. Also enclosed is our check No. 1012 drawn on our trust account in the amount of the required \$35.00 filing fee.

Your assistance in this matter is appreciated. Should you have any questions or comments regarding the above, please do not hesitate to contact me. The properly recorded document should be returned by mail to this office.

Sincerely,

W. EDWARD MCLEOD, P.A.



Ned McLeod

cc: Gary Porter, President  
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Amend  
8/10  
ZB

INNSCAPES, INCORPORATED  
ARTICLES OF AMENDMENT OF THE  
ARTICLES OF INCORPORATION

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MIA

Pursuant to the provisions of FSA § 607 1006, this Corporation adopts the following articles of amendment to its articles of incorporation

1 The name of the Corporation remains unchanged. Articles not specifically replaced by new text stated hereinbelow remain effective, valid, and unchanged. The text of each amended article as adopted is as follows:

ARTICLE IV  
Authorized Classes of Stock

The aggregate number of shares that the Corporation shall have authority to issue and have outstanding at any one time is:

- A. 10,000 shares of common stock at \$0.50/share par value.
- B. 100,000 shares of preferred stock at \$100.00/share par value.

The Board of Directors of the Corporation shall have the authority to divide the preferred stock into as many series as it shall from time to time determine. The Board of Directors shall determine the number of shares comprising each series of preferred stock to be issued, which number may, unless otherwise provided by the Board of Directors in creating such series, be increased from time to time by action of the Board of Directors. Each series of preferred stock shall be so designated as to distinguish such series from the shares of each other series. All series of preferred stock shall be of equal rank and have the same powers, preferences and rights, and shall be subject to the same qualifications, limitations and restrictions, without distinction between the shares of different series thereof; provided, however, that there may be variations among different series of preferred stock as to dividend rates, prices, terms, conditions of redemption, if any, liquidation rights, and terms and conditions of conversion, if any, which variations may be fixed and determined by the Board of Directors in their discretion.

Preferred stock of the Corporation, as specifically stated herein below, shall be non-voting, have cumulative dividends, be non-participating in other distributions by the Corporation, and have preference in liquidation of the Corporation's assets. Such preferred stock shall have such other characteristics, including conversion and redemption rights, if any, as may be inacted by the Board of Directors from time to time concerning each series of such preferred class of shares as the Board determines to issue.

## ARTICLE X Voting Rights

As long as there is more than one class of stock issued and outstanding, the following voting rights shall attach to the shares of the respective classes

i Except as otherwise provided herein and as long as there are shares of preferred stock outstanding, holders of preferred stock shall not have voting rights in any corporate matters except those specifically stated below, and shall remain classified for all intents and purposes as non-voting stock of the Corporation

ii Each holder of common stock shall have one vote for each share held of record on all matters submitted for shareholder approval. The number of directors elected to the Board of Directors by the holders of common stock, voting as a class, shall be that number as determined by the Board of Directors from time to time, in accordance with Corporation's Bylaws. At each election of directors, no holder of common shares shall be entitled to cumulate his or her votes in voting for the election of directors

iii Except as otherwise provided herein, at any time that there are shares of preferred stock outstanding, consent or affirmative vote of a majority of the outstanding shares of preferred and common stock, each class voting as a class, shall be required to amend the Articles of Incorporation to

- a change the terms and provisions governing the preferred class of stock affected,
- b merge the preferred stock and the common stock into a single class of stock,
- c create a new class of stock which has greater rights on liquidation than the preferred stock, or
- d increase the authorized number of shares of the preferred class of stock

iv Except as otherwise provided herein, the consent or affirmative vote of a majority of only the outstanding shares of common stock shall be required to amend the Articles of Incorporation to

- a change the terms and provisions governing any class of stock other than the preferred stock,
- b create a new class of stock which has lesser rights on liquidation than the preferred stock, or, if there are no shares of preferred stock then outstanding, create any new class of stock,
- c increase the authorized number of shares of any class of stock of the

Corporation except the class of preferred stock

v A director may be removed only by a majority vote of the class entitled to elect that director

## ARTICLE XI No Preemptive Rights

No shareholder shall have the preferential or preemptive right to subscribe for or to purchase any shares of any class, any rights, warrants, or options with respect thereto, or any obligation convertible into or exchangeable for any such shares or other securities whether out of unissued shares or other securities or out of shares or other securities acquired by the Corporation after the issue thereof, regardless of the consideration therefor.

ARTICLE XII  
Dividends

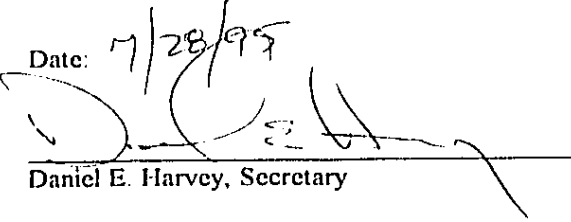
Holders of preferred and common stock are entitled to receive dividends when, as, and if declared by the Board of Directors out of funds legally available therefore. Holders of preferred stock shall have a right to receive \$0.10 in dividends per \$1.00 of face value of preferred shares held per year beginning on December 31, 1996, before any dividends may be paid to the holders of common stock. This right shall cumulate on December 31st of each year beginning in 1996. After payment of such cumulative dividends in any year, the holders of preferred stock shall not be entitled to further dividends from the Corporation.

ARTICLE XIII  
Rights Upon Liquidation

In the case of any liquidation, the holders of preferred stock, if any, shall have a preference. If, after payment of all costs and expenses of liquidation and obligations to creditors, there are assets remaining, the holders of the preferred stock, if any, shall be entitled to first receive up to the face value (\$100.00) per share of preferred stock held plus any accrued but unpaid dividends attributable to such shares. Thereafter, the holders of preferred stock shall not be entitled to any distribution upon the dissolution, liquidation or winding up of the affairs of the Corporation.

2. The date of adoption of each above amendment was: July 27, 1995.
3. Each amendment was adopted by the Board of Directors and duly approved shareholder action in accordance with the provisions of FSA § 607.1003.
4. These amendments will be effective upon filing.

Date: 7/28/95

  
Daniel E. Harvey, Secretary

STATE OF FLORIDA     )  
                                  )SS:  
COUNTY OF ORANGE    )

The foregoing instrument was acknowledged before me this 27th day of July, 1995, by DANIEL E. HARVEY who produced a Florida Drivers License as identification.



W. EDWARD MCLEOD  
My Commission CC396305  
Expires Sep. 25, 1996  
Bonded by HAI  
800-422-1555

