

P95000061477

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224 8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1 800 342 8062
 FAX (904) 222 1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
 SECRETARY OF STATE
 95 AUG -9 PM 12:44

do 8/9/95

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY AAAL

WALK-IN Will Pick Up 8-9 12:00

RE: The Acorn Circle
Enclosure 23

C.C. FEE. DISBURSED

- ☒ Capital Express™
- ☒ Art of Inc. File
- _____ Corp. Record Search
- _____ Ltd. Partnership File
- _____ Foreign Corp. File
- ☒ () Cert. Copy(s)
- _____ Art of Amend. File
- _____ Dissolution/Withdrawal
- _____ C U S.
- _____ Fictitious Name File
- _____ Name Reservation
- _____ Annual Report/Reinstatement
- _____ Reg. Agent Service
- _____ Document Filing
- _____ Corporate KII
- _____ Vehicle Search
- _____ Driving Record
- _____ Document Retrieval
- _____ UCC 1 or 3 File
- _____ UCC 11 Search
- _____ UCC 11 Retrieval
- _____ File No.'s. _____ Copies
- _____ Courier Service
- _____ Shipping/Handling
- _____ Phone () _____
- _____ Top Priority
- _____ Express Mail Prep
- _____ FAX () _____ pgs

800001556048
 -08/09/95--01024--015
 ****122.50 ****122.50

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum

THANK YOU
 from
 Your Capital Connection

BERROCAL & WILKINS

A PROFESSIONAL CORPORATION
ATTORNEYS AND COUNSELORS AT LAW

CHARLES J. BERROCAL
RUTH A. WILKINS
JUDITH L. BERROCAL

ONE EIGHT SEVEN SEVEN SEVEN SEVEN
NINE SEVEN SEVEN SEVEN SEVEN
NINE SEVEN SEVEN SEVEN SEVEN
NINE SEVEN SEVEN SEVEN SEVEN

AMERICAN BAR ASSOCIATION

MEMBER

THE FLORIDA BAR ASSOCIATION

JUPITER, FLORIDA 33477-5111

TELEPHONE
(407) 746-7400
FAX
(407) 746-7400

August 8, 1995

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

HAND DELIVERED

RE: Articles of Incorporation - The Acorn Circle, Inc.
Our File No.: 1185-700

Dear Sir/Madam:

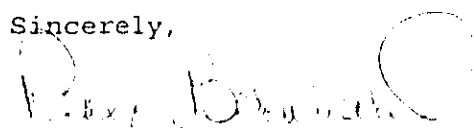
Enclosed please find two (2) original Articles of Incorporation for the above-referenced corporation. We would appreciate you filing one original with your office and certifying the remaining original for forwarding to us.

In support of our request, enclosed is a check in the amount of \$122.50 which represents the following charges:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>
Total	\$122.50

Thank you for your assistance in this matter. Please do not hesitate to contact me should you have any questions.

Sincerely,


Renee Bernhard,
Legal Assistant to
Carlos J. Berrocal

Enclosures

FILED
SECRETARY OF STATE
CORPORATIONS
95 AUG -9 PM 12:44

ARTICLES OF INCORPORATION
OF

THE ACORN CIRCLE, INC.

THE UNDERSIGNED, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is The Acorn Circle, Inc.

ARTICLE II - EFFECTIVE DATE AND DURATION

The effective date of this corporation shall be upon the filing of these articles with the Secretary of State and the duration of this corporation is perpetual.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in the purchase and development of real estate, and any other activity or business permitted under the laws of the United States and Florida.

ARTICLE IV - STOCK

The aggregate number of shares which this corporation shall have authority to issue is 10,000 shares of Common Stock at \$1.00 par value per share. Fully-paid stock of this corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time, to the extent of the par value of such shares, and the excess, if any, of consideration received for such shares shall constitute capital surplus.

ARTICLE V - AUTHORITY TO ISSUE WARRANTS

The corporation is hereby expressly authorized and empowered, by resolution of its Board of Directors, to create and issue, whether or not in connection with the issue and sale of any shares or other securities of the corporation, rights or options entitling the holders or owners thereof to purchase or acquire from the corporation any shares of any class or series of other securities, whether now or hereafter authorized. These rights or options shall

be evidenced by or in such warrants or other instruments as shall be approved by the Board of Directors. The terms upon which the rights or options may be exercised, may be limited or unlimited in duration, and the price or prices at which, any such shares or other securities may be purchased or acquired from the corporation upon the exercise of any such rights or options shall be such as shall be fixed in a resolution or resolutions adopted by the Board of Directors providing for the creation and issue of such rights or options, and set forth or incorporated by reference in the warrants or other instruments evidencing such rights or options, and as shall be permitted by law. The Board of Directors is hereby authorized and empowered to authorize the creation and issue of any such right or options and any such warrants or other instruments from time to time. Any and all shares which may be purchased or acquired or issued upon the exercise of any such right or option shall be deemed fully paid and not liable to any further call or assessment, or partly paid or liable to further call or assessment, as the terms of the warrants or other instruments evidencing such rights or options shall provide. Except as otherwise provided by law, the Board of Directors shall have full power and discretion to prescribe and regulate from time to time the procedure to be followed in, and all other matters concerning, the creation, issue, and exercise of any such rights and options and such warrants or other instruments, and the setting aside of shares or other securities for the purpose thereof, and the issuance of such shares or other securities upon the exercise thereof.

ARTICLE VI - AMENDMENT

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a shareholders meeting called for that purpose.

ARTICLE VII - PRINCIPAL PLACE OF BUSINESS, INITIAL OFFICE AND AGENT

The street address of this corporation's initial registered office in Florida is 4209 Russell Street, Tequesta, Florida, and the name of its initial registered agent at that address is Sheridan M. Springer. The principal place of business shall also be at that same address.

ARTICLE VIII - DIRECTORS

The number of directors constituting the initial Board of Directors of this corporation is are five (5). The names and addresses of persons who are to serve as directors until the first annual meeting of shareholders, or until his/her or their successors are elected and qualified, are:

<u>Name</u>	<u>Address</u>
Sheridan M. Springer	4209 Russell Street Tequesta, Florida 33469
Lawrence T. Springer	4209 Russell Street Tequesta, Florida 33469
Pamela M. Crissey	23200 Holly Hill Road Hillsboro, Oregon 97123
Brian Crissey	23200 Holly Hill Road Hillsboro, Oregon 97123
Elizabeth S. Meyer	1801 Cambridge Avenue, A-07 Wyomissing, Pennsylvania 19610

ARTICLE IX - INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Sheridan M. Springer	4209 Russell Street Tequesta, Florida 33469

ARTICLE X - COMMON DIRECTORS TRANSACTIONS BETWEEN CORPORATIONS

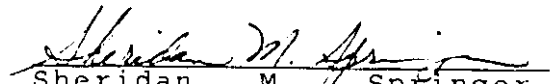
No contract or other transaction between this corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, or because such director or directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the corporation. Such contracts or transactions shall include, but not be limited to, the payment of salaries or other compensation pursuant to agreement or duly ratified minutes or bylaws of the corporation.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves, or ratifies such contract or transactions.

ARTICLE XI - BYLAWS

The Bylaws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of shareholders at any meeting thereof.

DATED THIS 8th day of August, 1995.


Sheridan M. Springer,
Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 8th day of August, 1995, by Sheridan M. Springer, who is personally known to me ~~or has produced~~ as identification and did not take an oath.


Notary Public
My Commission Expires:

 RENE BERNHARD
COMMISSION # CC 449696
EXPIRES APR 24, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

FILED
SECRETARY OF STATE
CORPORATIONS
95 AUG -9 PM 12:44

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

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

The Acorn Circle, Inc., a Florida Corporation, desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the foregoing Articles of Incorporation, State of Florida, has named

Agent

Address

Sheridan M. Springer

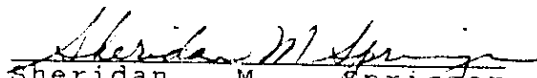
4209 Russell Street
Tequesta, Florida 33469

as its agent to accept service of process within Florida, and as its Statutory Registered Agent.

ACKNOWLEDGEMENT AND ACCEPTANCE

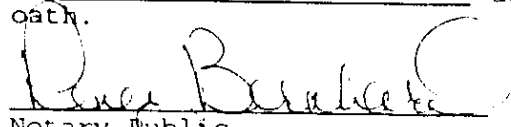
Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATE: August 8, 1995.


Sheridan M. Springer,
Registered Agent

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 8th day of August, 1995, by Sheridan M. Springer, who is personally known to me ~~or has produced~~ as identification and did not take an oath.


Notary Public
My Commission Expires:



RENEE BERNHARD
COMMISSION # CC 449696
EXPIRES APR 24, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.