

# P95000064865

LAW OFFICES OF

CROSBY, SAAD, BEEBE, CRUMP & HOOD, P.C.

SUITE 600 - SIXTH FLOOR

3290 DAUPHIN STREET

MOBILE, ALABAMA 36606

TELEPHONE (334) 478-3000  
TELECOPIER (334) 471-0810

MAILING ADDRESS  
P. O. DRAWER 890249  
MOBILE, ALABAMA  
36685-0249

August 17, 1995

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

600001565416  
-08/21/95--01090--016  
\*\*\*122.50 \*\*\*122.50

Re: Articles of Incorporation

Dear Department of Corporations:

Please find enclosed the original executed Article of Incorporation for Cyn's Creations Incorporated and one copy to be certified. The Certificate of Designation of Registered Agent/Registered Office is also included. Finally, I have included a check in the amount of \$122.50 to pay for filing of the Articles and return of a certified copy to me.

Your assistance in this matter is greatly appreciated. Please feel free to call me at: 1-800-249-3001 should you have any questions.

Sincerely,



Rocky W. Eaton  
For the Firm

RWE/slb

Enclosures

SN  
8/22/95

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

55 AUG 21 PM 1:46

FILED

## ARTICLES OF INCORPORATION **FILED**

95 AUG 21 PM 1:46

*The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.*

DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

### ARTICLE I. Name

The name of the corporation shall be: **CYN'S CREATIONS, INC.**

### ARTICLE II. Principal Office

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

245 E. Intendencia  
Pensacola, Florida 32582

### ARTICLE III. Purposes of the Corporation

The purposes for which the corporation is organized are:

- (a) To acquire, own, hold, improve, develop, operate, exploit, sell, lease, convey, assign, exchange, transfer, dispose of, pledge, mortgage, encumber, borrow money upon and in all other lawful ways to deal with any real and personal property, whether tangible or intangible, wherever located, including, but not by way of limitation, lands, buildings, office or business furniture, fixtures, equipment and machines, vaults, safes and motor vehicles, and any interest in any such assets including, but not by way of limitation, the power to lease any property to any persons, firms, partnerships, associations or corporation, and to furnish any or all maintenance and management services in connection with any such property or leases.
- (b) To have one or more offices, to conduct and carry on all business operations, and to own or otherwise deal with all kinds of property, either within or without this state, and in all other states, the District of Columbia, the territories, possessions and dependencies of the United States, and in all foreign countries, without restrictions as to place or amount.

- (c) To enter into, make, perform and carry out contracts of every sort and kind which may be necessary or convenient for the business and objects of this corporation, or business of a similar nature, with any person, firm, partnership, association or corporation or with any governmental body or subdivision or agency thereof.
- (d) To borrow or raise money without limitation as to amount; to sell, pledge, and otherwise dispose of and realize upon book accounts and other choices of action; to make, draw, accept, endorse, execute and issue bonds, debentures, notes or other obligations of any nature or in any manner for money so borrowed or in payment for property purchased or for any other of the objects and purposes of this corporation, and to secure the principal thereof and the interest thereon by mortgage upon, or a pledge of, or conveyance of assignment in trust of, the whole or any part of the property, real or personal, of this corporation, wherever situated and whether at the time owned or thereafter acquired; and, in such manner and upon such terms as the officers or board of directors may from time to time determine, to sell, exchange, pledge, to offer for discount, or otherwise dispose of any and all such bonds, debentures, notes, or other obligations.
- (e) To cause or allow the legal title, or any estate, right, or interest in any property owned, acquired, controlled, leased, or operated by the corporation to remain or to be vested in the name of any person, firm, partnership, association or corporation as agent, trustee, or nominee of this corporation upon such terms or conditions which the officers or the board of directors may consider for the benefit of this corporation.
- (f) To employ, hire, and to appoint corporations, associations, partnerships, firms and individuals in any and all parts of the world to act as agents for this corporation in such capacity and upon such conditions as may be determined from time to time by the board of directors.
- (g) To be a promoter, incorporator, partner, member, trustee, associate, or manager of any domestic or foreign corporation, partnership, joint venture, trust or other enterprise.
- (h) To acquire by purchase, exchange, or otherwise, all or any part of, or any interest in, the properties, assets, business, and good will of any one or more persons, firms, partnerships, associations or corporations heretofore or hereafter engaged in any business for which a corporation may now or hereafter be organized under the laws of this State; to pay for the same in cash, property, or its own or other securities; to hold, operate, reorganize, liquidate, sell, or by any

manner dispose of the whole or any part thereof; and, in conjunction therewith, to assume or guarantee performance of any liabilities, obligations, or contracts of such persons, firms, partnerships, associations or corporations, and to conduct the whole or any part of any business thus acquired.

- (i) To provide, fund and carry out, and to abolish, revise, or amend any plan or plans for the participation by all or any of the employees (including directors and officers of this corporation or of any corporation in which or in the welfare of which this corporation has any interest, and those actively engaged in the conduct of this corporation's business) in the profits of this corporation or of any branch or division thereof, and any deferred compensation and stock purchase plans, as part of the corporation's legitimate expenses, and including plans for the furnishing to such employees and persons or any of them, at this corporation's expense, of medical services, insurance against accident, sickness or death, pensions during old age, disability or unemployment, education, housing, social services, recreation, or other similar aids for their relief or general welfare, all in such manner and upon such terms and conditions as may be determined by the board of directors.
- (j) To purchase (by means of tender, direct purchase, bids in the market or otherwise), take, receive, redeem, exchange, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of, at any time or from time to time, any of its common or other stock, whether or not redeemable, or other securities, and to hold, sell, and transfer or re-issue the same; provided that purchases of its own shares of stock may be only to the extent of earned surplus and capital surplus; and provided that any shares of the common stock of the corporation acquired by the corporation shall, until the disposition, retirement or cancellation thereof, be held by the corporation as treasury shares, unless, prior to the acquisition of any such shares, the board of directors of the corporation shall have determined that such shares shall, upon the acquisition thereof, be restored to the status of authorized but unissued shares.
- (k) To enter into any legal arrangements for sharing of profits, union of interest, reciprocal concessions, or cooperation, as partner, joint venturer, or otherwise, with any person, partnership, corporation, association, combination, organization, entity or other body whatsoever, domestic or foreign, carrying on or proposing to carry on, or any business or transaction deemed necessary, convenient or incidental to carrying out of any of the objects of this corporation.
- (l) To endorse, or otherwise guarantee, or become a surety with respect to, or obligate itself for, or without becoming liable therefor, nevertheless, to pledge or mortgage all or any part of its properties to secure the payment of the principal of, and interest on, or either thereof, any bonds, including construction or

performance bonds, debentures, notes, scrip, coupons, contracts or other obligations or evidences of indebtedness, or the performance of any contract, lease, construction, performance or other bond, mortgage, or obligation of any other corporation or association, domestic or foreign, or of any firm, partnership, joint venture, or other person whatsoever, in which this corporation may have a lawful interest, or on account of, or with respect to, any transaction in which this corporation shall receive any lawful consideration, advantage or benefit, on any account whatsoever. Irrespective of any other profit, consideration, if any, irrespective of the relative net worth of the corporations, associations, or persons involved, and of the relative amounts of obligations involved, this corporation shall be deemed to have a lawful interest in any corporation, association, firm, partnership, joint venture or person (A) which owns stock in this corporation, or (B) which owns stock in another corporation which owns stock in this corporation, or (C) in which this corporation owns stock, or (D) in which another corporation owns stock which also owns stock in this corporation, or (E) in which any one or more persons who own stock in this corporation also owns stock, or (F) which or who has entered into any contractual arrangement pursuant to which any such corporation, association, firm, partnership or person undertakes corresponding or like obligations of endorsement, guarantee, or suretyship, with respect to all or any such obligations or evidences of indebtedness, contracts of this corporation, or which may engage with this corporation, in the conduct of any joint venture or enterprise, or in the use of common facilities or services.

- (m) To lend money and use its credit to assist its employees.
- (n) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (o) To make donations for the public welfare or for charitable, scientific or educational purposes.
- (p) To carry on any other business in connection with the foregoing.
- (q) To do any and all of the things herein set out and such other things as are incidental or conducive to the attainment of the objects and purposes of this corporation, to the same extent as natural persons might or could do and in any part of the world, as principal, factor, agent, contractor, or otherwise, either alone or in conjunction with any person, firm, partnership, association, corporation or any entity of whatsoever kind, and to do any and all such acts and things and to exercise any and all such powers to the full extent authorized or permitted to a corporation under any laws that may be now or hereafter applicable or available to this corporation.

The foregoing clauses, and each phrase thereof, shall be construed as objects and purposes of this corporation, as well as powers and provisions for the regulation of the business and the conduct of the affairs of the corporation, the directors and stockholders thereof, all in addition to those powers specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of purposes and powers shall not be held to limit or restrict in any manner the powers of the corporation otherwise granted by law. Nothing herein contained, however, shall be construed as authorizing this corporation to carry on the business of banking or that of a trust company or the business of insurance.

#### **ARTICLE IV. Shares**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1000 shares.

#### **ARTICLE V. Initial Registered Agent and Street Address**

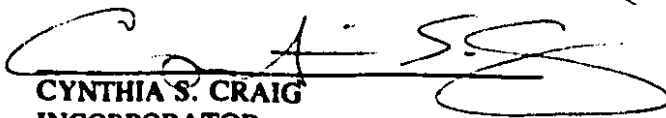
The name and address of the initial registered agent is:

Cynthia S. Craig  
245 E. Intendencia  
Pensacola, Florida 32582

## ARTICLE VI. Incorporator

Cynthia S. Craig  
245 E. Intendencia  
Pensacola, Florida 32582

The undersigned incorporator has executed these Articles of Incorporation this 17<sup>th</sup>  
day of August, 1995.

  
CYNTHIA S. CRAIG  
INCORPORATOR

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: **CYN'S CREATIONS, INC.**
  
2. The name and address of the registered agent and office is:

Cynthia S. Craig  
245 E. Intendencia  
Pensacola, Florida 32582

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I 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.

  
CYNTHIA S. CRAIG

TALLAHASSEE, FLORIDA

95 AUG 21 PM 1:46

FILED