

LAW OFFICES
CHANDLER, LANG & HASWELL, P.A.
POST OFFICE BOX 71879
GAINESVILLE, FLORIDA 32602-1879

September 14, 1995

JAMES F. LANG
JOHN H. HASWELL
C. WHARTON COLE

TELEPHONE 904/376-5226
TELECOMETER 904/372-8888
2901 FIRST STREET
GAINESVILLE, FL 32601-5307

WILLIAM H. CHANDLER
704/692

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: PIN UP, INC.

8000001587338
-09/18/95--01063--013
*****70.00 *****70.00

Gentlemen:

Enclosed herewith please find original and one copy of Articles of Incorporation and Certificate Designating Place of Business, etc. in the above captioned proposed corporation. Also enclosed is our trust account check in the amount of \$70.00 made payable to the Secretary of State to cover filing fee.

Please process and send to us the copy of the Articles of Incorporation showing the fact of filing and validation.

Thanking you in advance for your kind assistance.

Yours very truly,

CHANDLER, LANG & HASWELL, P. A.

James F. Lang

JFL:jg
Enclosures

FILED
95 SEP 18 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
1002
9-19-95

ARTICLES OF INCORPORATION
OF
PIN UP, INC.

FILED
95 SEP 18 PM 4:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves for the purpose of becoming a corporation under the laws of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of a corporation for profit.

ARTICLE I - NAME

The name of this corporation shall be: PIN UP, INC.

ARTICLE II - DURATION OF EXISTENCE

The corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business, including, but not limited to, the following:

(a) To acquire the goodwill, rights, property, and assets of all kinds, to undertake the whole or any part of the liabilities of any person, firm, association, or corporation, in such terms and conditions as may be agreed upon, and to pay for the same in cash, stocks, bonds, debentures, or other securities of this corporation or otherwise.

(b) To buy, sell, deal in, lease, hold, or improve real estate and buildings of various kinds, and the fixtures and personal property incidental thereto or connected therewith, and with that end in view to acquire by purchase, lease, hire, or otherwise, lands, tenements, buildings and hereditaments, or other property of the company.

(c) To buy, sell, deal in, construct, build, lease, hold, or improve apartments, houses, rental units of various kinds and types, and the fixtures and personal property incidental thereto or connected therewith, and with that end in view, to acquire by purchase, lease, hire or otherwise, or to build and construct lands, tenements, buildings, apartment units, hereditaments, or any interest therein, and to improve the same and generally to hold, manage, deal with, and improve the property of the company, and to sell, lease, mortgage, pledge, or otherwise dispose of the lands, tenements, buildings, apartment units, hereditaments, or other property of the company.

(d) To do any and all acts and things, and to exercise any and all other powers conferred by the laws of Florida upon corporations formed under the provisions of Chapter 607, Florida Statutes, 1993, as amended, and which now or hereafter may be authorized by law.

(e) To acquire, own, sell, and otherwise dispose of and deal in mortgages of corporations and individuals.

(f) To purchase, hold, sell, improve, and lease real estate, and mortgage and encumber the same and to erect, manage, care for, and maintain, extend, and alter buildings thereon.

(g) To lend money when not contrary to the laws of the State of Florida at the legal rate of interest or loss, and to accept as security thereon mortgages, pledges, assignments, or any other real, personal, or mixed property of every sort and nature.

(h) To act as agent in the lending of money when not contrary to the laws of the State of Florida at the legal rate of interest or loss; and to accept as security thereon mortgages, pledges, assignments, or any other real, personal, or mixed property of every sort and nature.

(i) To engage in the operation, ownership, and management of shopping centers, apartment houses, motels, or any other type or form of property of every form and nature, and to own, buy, sell, lease, or exchange any properties of any kind for that purpose.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of stock outstanding at any one time shall be one hundred (100) shares, with par value of One Dollar (\$1.00) per share, all of one class, common, participating voting stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which such stock is offered to others.

ARTICLE VI - INITIAL PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT

The street address of the initial principal office and registered office of this corporation is 2820 N. W. 38th Drive, Gainesville, Florida, 32605, and the name of the initial registered agent of the corporation at that address is Lee Pinkoson.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall not have less than one (1) director nor more than five (5) directors. The names and addresses of the initial directors of this corporation are as follows:

Name	Street Address
Nona P. Upshaw	2320 N. W. 38th Drive Gainesville, FL 32605
Lee Pinkoson	2820 N. W. 38th Drive Gainesville, FL 32605

ARTICLE VIII - INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation as incorporators are as follows:

Name	Street Address
Nona P. Upshaw	2320 N. W. 38th Drive Gainesville, FL 32605
Lee Pinkoson	2820 N. W. 38th Drive Gainesville, FL 32605

IN WITNESS WHEREOF, the undersigned incorporators have subscribed their names to these Articles of Incorporation on this 12th day of September, 1995.

Signed, sealed, and delivered in our presence as witnesses:

Maria J. Adams
Mary E. Chesnut

Nona P. Upshaw (SEAL)
Nona P. Upshaw
Lee Pinkoson (SEAL)
Lee Pinkoson

STATE OF FLORIDA
COUNTY OF ALACHUA

I HEREBY CERTIFY that on this 15th day of September, 1995, personally appeared before me, the undersigned authority, **NONA P. UPSHAW** and **LEE PINKOSON**, to me known to be the persons described in and who executed the foregoing Articles of Incorporation as incorporators, and they acknowledged before me that they executed the same as their free and voluntary act and deed for the uses and purposes therein set forth and expressed. They are personally known to me, and did not take oaths.

WITNESS my hand and official seal in the County and State last aforesaid, the day and year written above.

Marcia J. Adams
Notary Public



OFFICIAL SEAL
MARCIA J. ADAMS
My Commission Expires
Jan. 6, 1996
Comm. No. CC 172134

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That PIN UP, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at Gainesville, Alachua County, Florida, has named **Lee Pinkoson**, whose street address is 2820 N. W. 38th Drive, Gainesville, FL 32605, and whose mailing address is 2820 N. W. 38th Drive, Gainesville, FL 32605, as its agent to accept service of process.

ACKNOWLEDGMENT:

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 agree to comply with the provisions of said Act relative to keeping open said office.



Lee Pinkoson
Registered Agent

FILED
95 SEP 18 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA