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FILED
96 JAN -2 AM 9:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 29, 1995

Secretary of State
State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32304

200001676132
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***122.50 ***122.50

ATTENTION: DIVISION OF CORPORATIONS

Re: Who's on First, Inc.

Dear Sir:

Enclosed herewith please find an original and one(1) copy of Articles of Incorporation for Who's on First, Inc., along with our check of \$122.50, which represents:

- | | |
|---------------------|--------------|
| 1. Filing fees | 35.00 |
| 2. Certified copy | 52.50 |
| 3. Registered Agent | <u>35.00</u> |

\$122.50

Please return a certified copy to this office.

Thank you.

Sincerely,

Barbara Steiner

BARBARA STEINER
Legal Assistant

BS:hl
encl.

BROWN JAN - 8 1996

ARTICLES OF INCORPORATION
OF

WHO'S ON FIRST, INC.

ARTICLE I - NAME

The name of this corporation is WHO'S ON FIRST, INC., whose principal office or mailing address is 116 Sandy Oaks Place, Longwood, Florida 32779.

ARTICLE II - DURATION

As provided in Florida Statutes, Chapter 607, this corporation shall exist in perpetuity.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all business permitted under the laws of the United States and of this state.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of Common Stock at \$1.00 par value.

ARTICLE V - PRE-EMPTIVE 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 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 116 Sandy Oaks Place, Longwood, Florida

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32779, and the name of the initial registered agent of this corporation at that address is Alan C. Hager.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one(1) director initially. The number of directors may be either increased or decreased from time to time by the bylaws, but shall never be less than one(1). The names and addresses of the initial director of this corporation is:

Alan C. Hager
116 Sandy Oaks Place
Longwood, Florida 32779

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these articles is:

Alan C. Hager
116 Sandy Oaks Place
Longwood, Florida 32779

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 - AMENDMENT

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

ARTICLE XI - INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its

directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorney's fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such, except for willful misconduct or gross negligence.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, this 5th day of December, 1995.

Alan C. Hager
ALAN C. HAGER, Subscriber

STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 5th day of December, 1995, by ALAN C. HAGER, who is/are personally known to me or who has produced a driver's license as identification.



LAWRENCE R. STEINER
My Commission CC274222
Expires Apr 11 1997
Bonded By ANB
800-852-5878

Lawrence R. Steiner
Print: _____
Notary Public
My commission expires: _____
(SEAL)

Having been named registered agent to accept service of process for the above-stated corporation, at the place designated in the articles, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Statutes in all matters relative thereto.

Alan C. Hager
ALAN C. HAGER, Registered Agent