

96000003809

**BOROUGHES, BENNETT, MORLAN & SIMPSON**

PROFESSIONAL ASSOCIATION

R. LEE BENNETT  
THOMAS BOROUGHES  
HAROLD E. MORLAN, II  
JOHN M. SIMPSON, JR.  
DOUGLAS E. STARCHER  
ROBERT J. STOVASH

801 EAST PINE STREET  
SUITE 800  
POST OFFICE BOX 3308  
ORLANDO, FLORIDA 32808-1308  
TELEPHONE (407) 841-3383  
TELECOPIER (407) 843-8887

EDWARD M. ALEXANDER, JR.  
KENNETH P. HAEGERI

ROBERT W. ROYD  
JUP. COUNSELLI

January 5, 1996

FEDERAL EXPRESS

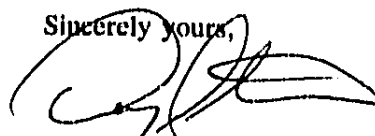
Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Bonte Casuals Unlimited, Inc.

Dear Sir or Madam:

Enclosed is an original and one copy of Articles of Incorporation of Bonte Casuals Unlimited, Inc., together with this firm's check in the amount of \$70.00 to cover your filing fee. Please file these Articles having an effective date of January 3, 1996 and return a filed stamped copy to me. Thank you for your assistance in this matter.

Sincerely yours,



Douglas E. Starcher

DES/pd  
Enclosures

800001682268  
-01/09/96--01041--018  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

1-11-96



**ARTICLES OF INCORPORATION  
OF  
BONTE CASUALS UNLIMITED, INC.**

The undersigned incorporator, being competent to contract, subscribes to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

**ARTICLE I - Name**

The name of this Corporation shall be:

BONTE CASUALS UNLIMITED, INC.

**ARTICLE II - Principal Office**

The address of the principal office and the mailing address of the Corporation is 1610 Flamingo Drive, Orlando, Florida 32803.

**ARTICLE III - Business and Activities**

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida. Provided, however, and notwithstanding the generality of the foregoing, this Corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

**ARTICLE IV - Capital Stock**

A. The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000,000 shares of common stock having a par value of \$.01 per share.

B. All or any portion of the capital stock may be issued in payment for real or personal property, past or future services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, services, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Subject to the provisions of this paragraph provided below, the Corporation shall have the option, at any time, to redeem all shares of common stock owned by one or more Shareholders

at a purchase price equal to \$200.00 per share (the "Purchase Price"). The Purchase Price shall be reduced by the aggregate amount of any and all nonliquidating dividend distributions ever paid by the Corporation, with respect to the stock being redeemed. A redemption need not be completed on a pro rata basis and need not include the shares of all holders of common stock, but must be made with respect to all stock of any Shareholder whose shares are being redeemed. Notwithstanding anything herein to the contrary, the Corporation may not redeem any common stock hereunder, without the consent of the Shareholder whose stock is being redeemed, within three (3) months prior to any sale (a) of all or substantially all of the assets of the Corporation, or (b) of a majority interest of the outstanding common stock of the Corporation. In such event, the Shareholder whose stock was redeemed shall have the option of having his or her stock reissued upon reimbursement of any purchase price paid (in excess of prior dividends received in the ordinary course).

#### ARTICLE V - Term of Existence

The effective date upon which this Corporation shall come into existence shall be January 3, 1996, and it shall exist perpetually thereafter unless dissolved according to law.

#### ARTICLE VI - Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 1610 Flamingo Drive, Orlando, Florida 32803 and the name of the initial registered agent of this Corporation at that address is Shelley Safian.

#### ARTICLE VII - Directors

A. The initial number of Directors of this Corporation shall be three.

B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the Bylaws of this Corporation, but there shall always be at least one Director.

C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

D. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.

E. The names and street addresses of the initial members of the Board of Directors, each to hold office until the first annual meeting of the Shareholders of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Street Address</u>
Matt Barrer	408 Penn Street Reading, Pennsylvania 19602-1086
Shelley Safian	Post Office Box 1016 Winter Park, Florida 32790-1016
Patrick Quinn	408 Penn Street Reading, Pennsylvania 19602-1086

F. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders or for no cause.

G. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

#### ARTICLE VIII - Incorporator

The name and street address of the incorporator signing these Articles is:

<u>Name</u>	<u>Street Address</u>
Shelley Safian	Post Office Box 1016 Winter Park, Florida 32790-1016

#### ARTICLE IX - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of this Corporation.

#### ARTICLE X - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law.

#### ARTICLE XI - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new Bylaws may be adopted by the vote of a majority of the stock entitled to vote thereon, and the Shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

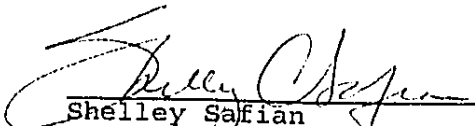
ARTICLE XII - Shareholders' Agreements

The Shareholders of the Corporation may, by unanimous agreement, restrict the discretion of the Board of Directors in its management of the Corporation, provide for direct Shareholder management of the business and affairs of the Corporation, treat the Corporation as if it were a partnership, or may arrange the relations between and among Shareholders that would be otherwise appropriate only between partners. A Shareholders' Agreement, among less than all Shareholders may only affect the management of the Corporation by providing for the manner in which parties to the Shareholders' Agreement will vote their shares. Any Shareholders' Agreement must be in writing and a copy thereof must be delivered to the principal office of the Corporation and be available there for inspection by any Shareholder pursuant to the inspection of records procedure for Shareholders as provided in the Florida Business Corporation Act. If a Shareholders' Agreement has been entered into, all stock certificates owned by Shareholders who are parties to the Agreement shall have an appropriate notation referencing the Shareholders' Agreement. No committee of the Board of Directors may pre-empt the Shareholders' Agreement signed by all Shareholders.

ARTICLE XIII - Affiliated Transactions

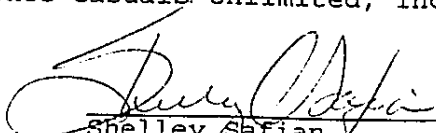
This Corporation expressly elects not to be governed by the provisions of Florida Statutes Section 607.0901 dealing with affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 14<sup>th</sup> day of December, 1995.

  
Shelley Safian

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of Bonte Casuals Unlimited, Inc.

  
Shelley Safian