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JOHN M. CAMPBELL

Attorney At Law

January 9, 1996

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

FILED  
96 JAN 11 PM 12:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: Articles of Incorporation for IDEA HOLDING, INC..

Dear Sir or Madam:

I am enclosing an original and one copy of the Articles of Incorporation for IDEA HOLDING, INC. Please file the original, date stamp the copy and return the copy to me together with the Certificate of Incorporation. A check in the amount of \$122.50 for the filing fee also is enclosed.

If you have any questions or need further information, please do not hesitate to contact me.

Sincerely,

John M. Campbell

JMC/mev  
Enclosures

Dmc  
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**ARTICLES OF INCORPORATION  
OF  
IDEA HOLDING, INC.**

**FILED**  
96 JAN 11 PM 12:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of IDEA HOLDING, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation shall be:

**IDEA HOLDING, INC.**

**ARTICLE II. PRINCIPAL OFFICE**

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

901 East Washington Street  
Orlando, Florida 32801

**ARTICLE III. COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

**ARTICLE IV. PURPOSE**

This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

**ARTICLE V. AUTHORIZED SHARES**

The maximum number of shares that the corporation is authorized to have outstanding at any time is Ten Thousand (10,000) shares of Common Stock with a par value of \$.01 per share. The consideration to be paid for each share shall be fixed by the board of directors and such consideration may consist of any tangible or intangible property or benefit to the corporation, including cash, promissory notes, services performed, promises to perform services evidenced by

a written contract, or other securities of the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full value of the shares.

#### **ARTICLE VI. INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent are:

Hugh E. Darley, Jr.  
901 East Washington Street  
Orlando, Florida 32801

#### **ARTICLE VII. BOARD OF DIRECTORS**

The corporation shall have the number of directors as determined and elected in accordance with the bylaws. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one.

#### **ARTICLE VIII. INCORPORATOR**

The name and address of the incorporator are:

<u>Name</u>	<u>Address</u>
Hugh E. Darley, Jr.	901 East Washington Street Orlando, Florida 32801

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

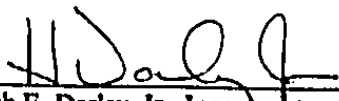
#### **ARTICLE IX. BYLAWS**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

### **ARTICLE X. AMENDMENTS**

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 8<sup>th</sup> day of JANUARY, 1996.

  
\_\_\_\_\_  
Hugh E. Darley, Jr., Incorporator

### **REGISTERED AGENT CERTIFICATION**

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

\_\_\_\_\_  
Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the following is submitted:

That IDEA HOLDING, INC., has designated its principal office, as indicated in the foregoing Articles of Incorporation, at 901 East Washington Street, Orlando, Florida 32801, and has named Hugh E. Darley, Jr., at 901 East Washington Street, Orlando, Florida 32801, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT**

**FILED**

**96 JAN 11 PM 12:08**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

Having been named to accept service of process for IDEA HOLDING, INC., at the place designated in this certificate, I, Hugh E. Darley, Jr., hereby agree to act in that capacity and to comply with the provisions of the Florida Business Corporation Act relative to keeping open the registered office.

  
Hugh E. Darley, Jr.  
Registered Agent