HONIGMAN MILLER SCHWARTZ AND COHN

A PARTHERSHIP INCLUDING PROPERSIONAL ASSOCIATIONS

BUNBAN BUNBANO HTRON ORE **BUITE 1300** POST OFFICE BOX 8471 ORLANDO, FLORIDA 38802-8471

> TELEPHONE 14071 646-0300 January 17, 1996 649 TELECOPIER (407) 649-1188

WEST PALM BEACH, PLONIDA TAMPA, PLONIDA DETROIT, MICHIGAN LANSING, MICHIGAN HOUSTON, TEXAS LOS ANDRLES, CALIFORNIA

FRANKIE M. SMITH Legal Austriant

DIRECT DIAL NUMBER (407) VIN FEDERAL EXPRESS

> Mr. John Hall Hall's Air Freight & Delivery Service 464 Freddie Martin Drive Tallahassee, Florida 32301

> > Articles of Incorporation of Unlimited Success, Inc. Re:

TUQQQI SEEQQIT -01/18/95--01065--001 ****122.50 ****122.50

Dear John:

Enclosed please find the original and one (1) copy of the Articles of Incorporation of Unlimited Success, Inc. to be filed with the Secretary of State on Thursday, January 18, 1996. Also enclosed is our check made payable to the Secretary of State in the amount of \$122.50 which represents the following:

> \$ 35.00 filing fee: \$ 52.50 fee for a certified copy; and \$ 35,00 registered agent fee. \$122.50

DIVISIONICE CORPORATION



ARTICLES OF INCORPORATION

OF

UNLIMITED SUCCESS, INC.

The undersigned, acting as Incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I NAME

The name of this corporation is UNLIMITED SUCCESS, INC.

ARTICLE II ADDRESS OF PRINCIPAL OFFICE

The principal office and street address of this corporation is 1035 South Semoran Boulevard, Suite 1015, Winter Park, Florida 32792.

ARTICLE III DURATION

This corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually unless dissolved by operation of law.

ARTICLE IV GENERAL PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be from time to time amended.

ARTICLE V CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of capital stock, which shall be designated Common Shares with a par value of One and No/100 Dollars (\$1.00). The Directors of the Corporation are authorized and empowered to issue the capital stock of the Corporation as they in their discretion shall determine.

ARTICLE VI PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock in 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 VII PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE AND AGENT

The street address of the principal office of this corporation is 1035 South Semoran Boulevard, Suite 1015, Winter Park, Florida 32792, and the name of the initial registered agent of this corporation is David S. Oliver, whose address is 390 North Orange Avenue, Suite 1300, Orlando, Florida 32801.

ARTICLE VIII INITIAL BOARD OF DIRECTORS

- A. This corporation shall have two (2) directors initially.
- B. The number of directors of this corporation may be increased or decreased from time to time pursuant to By-Laws adopted by the shareholders, but shall never be less than one (1).
- C. The names and addresses of the initial members of the Board of Directors who shall hold office until their successors are duly elected and have qualified are:

Joanie R. Horner

1035 South Semoran Blvd., Suite 1015

Winter Park, FL 32792

Carolyn D. Kruczek

1035 South Semoran Blvd., Suite 1015

Winter Park, FL 32792

ARTICLE IX INCORPORATOR

The name and address of the Incorporator of this corporation is:

David S. Oliver

390 N. Orange Avenue, Suite 1300

Orlando, Florida 32801

ARTICLE X BY-LAWS

The power to adopt, alter or repeal by-laws shall be vested in the Board of Directors.

ARTICLE XI INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE XII **AMENDMENT**

The 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 shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned have executed these Articles at Orlando, Florida, this 17th day of January, 1996.

David S. Oliver, Incorporator

STATE OF FLORIDA COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 17th day of January, 1996 by David S. Oliver, who is personally known to me.

Print Name: 12000

My Commission Expires:

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Donna M. Flynn
Notary Public, State of Florida
Commission No. CC 445862 Notary Public, State of Florida Commission No. CC 445862 Or no My Commission Expires 05/05/99

1-400-3-NOTARY File Metary Service & Bonding Co.

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent for UNLIMITED SUCCESS, INC. at the place designated in the Articles of Incorporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

REGISTERED AGENT:

David S. Oliver