

JAN. -22' (S) 11:11 MACFARLANE AUSLEY

TEL: (813) 273-4261

P. 001

1/22/96

FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

FROM: MACFARLANE AUSLEY FERGUSON & MCMULLEN

DEPARTMENT OF STATE

111 MADISON ST

STATE OF FLORIDA

PO BOX 1531 SUITE 2300

409 EAST GAINES STREET

TAMPA FL 33602-

TALLAHASSEE, FL 32399

3394-0000

FAX: (904) 922-4000

CONTACT: ROSALYN D GIBBS

PHONE: (813) 273-4261

FAX: (813) 273-4396

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: F. D. LAKESIDE INTERNATIONAL, INC.

FAX AUDIT NUMBER: H96000001059

CURRENT STATUS: REQUESTED

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TALLAHASSEE, FLORIDA

[Handwritten signature]

FLORIDA DIVISION OF CORPORATIONS

95 JAN 22 PM 4:29

RECEIVED

ARTICLES OF INCORPORATION
OF
F.D. LAKESIDE INTERNATIONAL, INC.

FILED
95 JAN 22 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, does hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is F.D. LAKESIDE INTERNATIONAL, INC.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

The Corporation's existence shall commence on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE III

BUSINESS AND POWERS

A. The general nature of the business or businesses to be transacted by the Corporation is:

(1) to engage in real estate investments;
and

(2) to engage in any activity or business permitted under the laws of the United States and the State of Florida.

B. The Corporation shall have power to do everything necessary, proper, advisable or convenient for the accomplishment of the purposes hereinbefore set forth, and to do all other things incidental thereto or connected therewith, which are not prohibited by statute or by these Articles of Incorporation.

John C. Bierley, Esq.
Macfarlane Ausley Ferguson & McMullen
111 E. Madison St., Su. 2300
Tampa, FL 33602
(813) 273-4354
H96000001059
Florida Bar No 6051

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ARTICLE IV

AUTHORIZED SHARES

The maximum number of shares of stock authorized to be issued by the Corporation is 7,500 shares of capital stock, all of which shares shall be common shares of the par value of \$1.00 per share and each of which shall have the same rights and privileges.

Each of the common shares shall entitle the holder thereof to one vote at any shareholders' meeting and otherwise to participate in all such meetings and in the assets of the Corporation. They shall be issued for such consideration as may be determined from time to time by the Board of Directors, provided that such consideration shall have a value at least equal to the full par value of such shares. The shares may be paid for in lawful money of the United States of America, or in property, labor or service.

ARTICLE V

PREEMPTIVE RIGHT

The shareholders shall have preemptive rights to acquire unissued or treasury shares of the Corporation or securities of the Corporation convertible into or carrying a right to subscribe to or acquire such shares of the Corporation.

ARTICLE VI

INITIAL REGISTERED OFFICE AND MAILING ADDRESS

The street address of the initial registered office of the Corporation is 111 East Madison Street, Suite 2300, Tampa, Florida 33602, and the name of the initial registered agent at that address is John C. Bierley, Attorney At Law.

On formation 111 East Madison Street, Su. 2300, Tampa, Florida 33602 is the mailing address of the Corporation.

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ARTICLE VII

BOARD OF DIRECTORS

A. Initial Board of Directors. The name and address of the initial director of the Corporation is:

Fumihiko Doi 36841 Clubhouse Drive
Zephyrhills, Florida 33541

B. Number and Term. The Board of Directors shall be composed of no less than one (1) member who shall be elected at the annual meeting of shareholders to be held at the time and place prescribed in the By-Laws. The exact number of directors may be fixed by the By-Laws or by the shareholders. Directors need not be shareholders of the Corporation. They shall hold office after their election for a period of one year or until their successors are duly elected and qualified, subject to their resignation or their removal by the shareholders at any time with or without cause. The initial members of the Board of Directors, as named in this Article, shall hold office for the first year of existence of the Corporation or until their respective successors are duly elected and qualified.

C. Powers and Duties. Included among the powers and duties of the Board of Directors are the following:

- (1) electing the officers of the Corporation;
- (2) exercising complete charge of the business of the Corporation, including electing committees of the Board and delegating to them, as well as to the officers of the Corporation, such powers in the conduct of the Corporation's business as may be deemed advisable;
- (3) determining the compensation of the officers, including those who may also be directors; and
- (4) specifying the conditions upon which certificates representing shares of the Corporation shall be issued, and replacing lost or destroyed certificates by a new issue.

The foregoing notwithstanding, the powers and duties of the Board of Directors shall be limited as may be provided in the By-Laws or resolutions of the shareholders.

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Except as otherwise required by the laws of the State of Florida, the powers and duties of the Board of Directors may be delegated to an Executive Committee.

ARTICLE VIII

OFFICERS

A. Officers of the Corporation shall consist of a President, Secretary and Treasurer, as well as such other officers as the Board of Directors may deem advisable.

B. Officers need not be shareholders of the Corporation.

C. All officers shall have rank, tenure of office, powers and duties as may be prescribed by the By-Laws or the Directors by appropriate resolution.

D. The names and offices of each of the first officers, each of whom shall hold office for the first year of the Corporation's existence or until their respective successors are duly elected and qualified, are:

Fumihiko Doi
Mandie L. Doi

President
Secretary

ARTICLE IX

INCORPORATOR

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

John C. Bierley
Macfarlane Ausley Ferguson & McMullen
111 E. Madison St., Su. 2300
Tampa, Florida 33602

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ARTICLE X

INDEMNIFICATION

A. Any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the Corporation against expenses (including reasonable attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful, to the maximum extent permitted by and in the manner provided by the laws of the State of Florida.

B. The Corporation shall not, however, indemnify any director, officer or employee with respect to matters as to which he shall be finally adjudged in any such action, suit or proceeding to be liable for willful misconduct in the performance of his duty to the Corporation as such director, officer or employee, or to be guilty of fraud or material misrepresentation to the Corporation, its Board of Directors, its share holders, or to any other person, nor in respect of any matter on which any settlement or compromise is effected, where the settlement or compromise shall have substantially exceeded the expense which might have reasonably been incurred by such director, officer or employee in conducting such litigation to its final conclusion. The right of indemnification granted by this Article shall not be conclusive of other rights to which any director, officer or employee may be entitled as a matter of law. Furthermore, additional rights of indemnification may be provided in the By-Laws.

ARTICLE XI

MISCELLANEOUSA. Other Offices, Agencies and Branches

The Corporation may have other offices, agencies and branches at such places either within or without the State of Florida as may be determined by the Board of Directors.


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B. Location of Shareholders and Directors Meetings

Meetings of the shareholders and directors of the Corporation may be held at places within or without the State of Florida, and the place or places for the holding of such meetings may be specified in the By-Laws or by the Board of Directors.

IN WITNESS WHEREOF, I have herunto set my hand and seal this 22nd day of January, 1996.



John C. Bierley

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that before me, the undersigned authority, this day personally appeared JOHN C. BIERLEY, to me known and known to me to be the person described in and who signed the foregoing Articles of Incorporation, and who acknowledged before me that he executed the same freely and voluntarily for the uses and purposes herein expressed.

WITNESS my hand and official seal at Tampa, Florida, this 22nd day of January, 1996.



NOTARY PUBLIC,
State of Florida at Large

My Commission Expires:

H96000001059

MONICA D. LANDE
Notary Public, State of Florida
My comm. expires July 30, 1998
No. CC021768

JAN. -22' 96(SUN) 16:13 MACFARLANE AUSLEY

TEL: 013 273 4396

P. 008

H96000001059

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been designated as Registered Agent of F.D. LAKESIDE INTERNATIONAL, INC. in its Articles of Incorporation, hereby accepts such designation and agrees to comply with the provisions of F.S. §48.091, relative to keeping the corporation's registered office open.


John C. Bierley
Registered Agent

FILED
95 JAN 22 PM 4:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H96000001059

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MACFARLANE FERGUSON & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

100 MACFARLANE STREET, SUITE 2000
TAMPA, FLORIDA 33601
(813) 441-0000 FAX (813) 441-0000

400 E. LINDSEY STREET
P. O. BOX 100000 TAMPA, FL 33601
TALLAHASSEE, FLORIDA 32301
(904) 441-0000 FAX (904) 441-0000

(IN REPLY REFER TO:

P. O. Box 1531
Tampa, FL 33601

July 9, 1996

2000 JUL 11 10 11 AM
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Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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*****501 *****501


RE: Articles of Amendment
Change of Name From F.D. LAKESIDE, INC. to
AERI-FINE SPECIALISTS, INC.

Gentlemen:

I enclose herewith for filing in your office the Articles of Amendment of F.D. LAKESIDE, INC. changing the name of the corporation to AERI-FINE SPECIALISTS, INC.

Also enclosed is our check in the amount of \$35.00* for payment of the filing fee. If the enclosed articles are approved for filing, will you kindly certify and return the enclosed photocopy of the original articles to this office. Thank you for your help.

Sincerely yours,


John C. Bierley

W96-15165

/mpl
Enclosures

* Also a check in the amount of \$52.50
for certified copy

SH 31
NC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 JUL 30 PM 12:30

FILED



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 22, 1996

John C. Bierley
MacFarlane Ferguson & McMullon
P.O. Box 1669
Clearwater, FL 34617

SUBJECT: F.D. LAKESIDE INTERNATIONAL, INC.
Ref. Number: P96000006726

We have received your document for F.D. LAKESIDE INTERNATIONAL, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 496A00035200

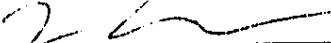
ARTICLES OF AMENDMENT
OF F.D. LAKESIDE, INC.

By Certificate of Resolution dated July 10, 1996, the sole Shareholder and Director of F.D. Lakeside, Inc. amends the Articles of Incorporation of said corporation as follows:

The corporate name is hereby changed to:

Aeri-Fine Specialists, Inc.

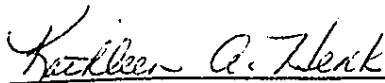
IN WITNESS WHEREOF, we have hereunto set our hand and seal this 10th day of July, 1996.


FUMIHIRO DOI, President
and Sole Director

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that before me the undersigned authority, this day personally appeared FUMIHIRO DOI, to me known and known to me to be the person described in and who signed the foregoing Articles of Amendment, and who acknowledged before me that he executed the same freely and voluntarily for the use and purposes herein expressed.

WITNESS my hand and official seal at Tampa, Florida, this 10th day of July, 1996.


NOTARY PUBLIC Kathleen A. Henk

My Commission Expires:

KATHLEEN A. HENK
Notary Public, State of Florida
My Comm. Expires July 5, 1998
No. CC 376761
Bonded thru Official Notary Service

FILED
96 JUL 30 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA