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CORPORATE CREATIONS

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6/03/96

FLORIDA DIVISION OF CORPORATIONS

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FLORIDA DIVISION OF CORPORATIONS

FAX: (904) 922-4000

CONTACT: FRANK A RODRIGUEZ

PHONE: (407) 694-8107

FAX: (407) 694-1639

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: NEW PERCEPTIONS INC.

FAX AUDIT NUMBER: H96000007767

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DATE REQUESTED: 06/03/1996

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**Articles of Incorporation
of
New Perceptions Inc.**

Article I. Name

The name of this Florida corporation is:
New Perceptions Inc.

Article II. Address

The mailing address of the Corporation is:
New Perceptions Inc.
117 Seashore Drive
Jupiter FL 33477

Article III. Capital Stock

The Corporation shall have the authority to issue 2,000 shares of common stock, par value \$.01 per share.

Article IV. Registered Agent

The name and address of the registered agent of the Corporation is:
Corporate Creations Enterprises, Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418

Article V. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

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Corporate Creations International Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418-3967
(407) 694-8107

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The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Martha M. Provance
John L. Provance, Jr.

Article VI. Incorporator

The name and address of the incorporator is:

Corporate Creations International Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418-3967

Article VII. Corporate Existence

The corporate existence of the Corporation shall begin effective June 3, 1996

The authorized representative of the incorporator executed these Articles of Incorporation on June 3, 1996

Corporate Creations International Inc.

By: 
Frank A. Rodriguez President

H98000007767

Corporate Creations International Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418-3967
(407) 694-8107

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

CORPORATION:
New Perceptions Inc.

REGISTERED AGENT:
Corporate Creations Enterprises, Inc.
4521 PGA Boulevard #211
Palm Beach Gardens FL 33418

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


Corporate Creations Enterprises, Inc.
Frank A. Rodriguez, President

Date: June 3, 1996

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(407) 894-8107

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FROM: CORPORATE CREATIONS ENTERPRISES, INC.

ACCT#: 072100000245

CONTACT: FRANK A RODRIGUEZ

PHONE: (561)694-8107

FAX #: (561)694-1639

NAME: NEW PERCEPTIONS INC.

AUDIT NUMBER.....1197000007730

DOC TYPE.....DISSOLUTION

CERT. OF STATUS..0

PAGES..... 4

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ARTICLES OF DISSOLUTION

Article I

The name of this Florida corporation is New Perceptions Inc.

Article II

The Corporation's dissolution was authorized on May 12, 1997.

Article III

The Corporation's dissolution was authorized by its shareholders, and the number of votes cast for dissolution was sufficient for approval. The Corporation shall pay or make reasonable provision to pay all claims and obligations known to the Corporation. After known claims and obligations are paid, any remaining funds shall be distributed to the shareholders of the dissolved Corporation.

Article IV

The dissolution of the Corporation will be effective when these Articles of Dissolution are filed with the Florida Department of State.

The undersigned executed this document on the date shown below.

New Perceptions Inc.

By: Martha M. Provance
Print Name: MARTHA M. PROVANCE
Print Title: PRESIDENT

Date: May 12, 1997

Corporate Creations International Inc.
8895 North Military Trail • Suite 202D
Palm Beach Gardens FL 33410-6266
(561) 694-8107

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