

P960000048325

Charles J. Champion Jr.

96 JUN -3 PM 1:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 30, 1996

500001850585
-06/04/96--01145--004
*****70.00 *****70.00

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

Dear Sirs:

I would like to incorporate a new corporation. Enclosed are the Articles of Incorporation and Registered Agent acceptance for Sylvanus Corporation and a check for \$70.

Sincerely,


Charles J. Champion, Jr.

PH 6/6/96

**ARTICLES OF INCORPORATION
OF
SYLVANUS CORPORATION**

FILED

96 JUN -3 PM 1:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE 1 - NAME

The name of this Corporation is Sylvanus Corporation, (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE

The purpose of the Corporation is to carry out any and all activities deemed by the shareholders to be potentially profitable or otherwise desirable.

ARTICLE 3 - PRINCIPAL OFFICE

The initial street address of the principal office of this corporation in the State of Florida is 2180 Park Avenue North, Suite 100, Winter Park, Florida, 32789. The Board of Directors may from time to time move the principal office to any other location.

ARTICLE 4 - INCORPORATOR

The name and address of the incorporator of this Corporation is Charles J. Champion, Jr. 2180 Park Avenue North, Suite 100, Winter Park, Florida, 32789

ARTICLE 5 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of the registered office of this Corporation shall be the same as the principal office of the Corporation. The initial registered agent shall be Charles J. Champion, Jr.

ARTICLE 6 - CAPITAL STOCK

The authorized capital of this corporation and the maximum number of shares that this corporation is authorized to have outstanding at any one time is one hundred million (100,000,000) shares of common stock having a nominal or par value of \$.01 per share.

Stockholders do not and shall not have any preemptive rights; except as may be expressly created by the Board of Directors or otherwise provided for in the By-Laws of the Corporation.

The Board of Directors of the Corporation may authorize the issuance of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem beneficial to the Corporation, subject to any limitations imposed by the By-Laws of the Corporation.

The Stockholders of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by settling or changing the preferences, conversions or other rights, voting powers, restrictions, limitations regarding dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 7 - REGISTERED OWNERS

The Corporation is entitled to treat the person in whose name any share or right is registered on the books of the Corporations as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 8 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State of the State of Florida.

ARTICLE 9 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 10 - POWERS

The Corporation shall have the same powers as an individual natural person to do all things necessary or convenient to carry out its business and affairs, subject to any limitations imposed by these Articles of Incorporation or the By-Laws of the Corporation.

ARTICLE 11 - BY-LAWS

The Stockholders of this corporation shall have the sole power to adopt, amend or repeal the By-Laws of the Corporation, and the number, term of office, procedure for election, procedure for removal and duties of the Directors and Officers of this Corporation shall be prescribed by such By-Laws.

ARTICLE 12 - AMENDMENT

These Articles of Incorporation may be amended by a majority of the shares of stock entitled to vote thereon. All rights granted hereunder to stockholders are subject to subsequent amendments to the Articles of Incorporation.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this

30th day of May, 1996.



Charles J. Champion, Jr., Incorporator


FILED

96 JUN -3 PM 1:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Acceptance of Designation as Registered Agent

I hereby accept the appointment as registered agent for Sylvanus Corporation. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.



Charles J. Champion, Jr.

5/30/96
date