

P96000051381

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Mailer No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$

RE: 300 Below of
Orlando, Inc

No 53085

	C.C. FEE.	DISBURSED
Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. Filo		
Corp. Record Search		
Ltd. Partnership Filo		
Foreign Corp. Filo		
<input checked="" type="checkbox"/> () Corr. Copy(s)		
Art. of Amend. Filo		
Dissolution/Withdrawal		
C U S.		
Fictitious Name Filo		
Name Reservation		
Annual Report/Reinstatement		
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 Filo		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, _____ Copies		
Courier Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prod.		
FAX () pgs.		
SUBTOTALS		
FEE.....	\$	REC'D
DISBURSED.....	\$	
SURCHARGE.....	\$	
TAX on corporate supplies.....	\$	
SUBTOTAL.....	\$	
PREPAID.....	\$	
BALANCE DUE.....	\$	

REQUEST TAKEN CONFIRMED APPROVED
DATE _____
TIME _____ CK No. _____
BY Dew _____

WALK-IN 4/17/96
WILL Pick Up 12:00

Please remit Invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

FILED

96 JUN 17 AM 11:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

300 BELOW OF ORLANDO, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the Corporation is: 300 BELOW OF ORLANDO, INC.

ARTICLE II: DURATION

The existence of the Corporation shall commence with the filing of these Articles. The duration of the Corporation is perpetual.

ARTICLE III: PURPOSE

The Corporation may engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV: CAPITAL STOCK

The total number of shares of capital stock authorized to be issued by the Corporation will be ONE THOUSAND (1000) shares having a par value of ONE DOLLAR (\$1.00) per share. Each of the

said shares of stock will entitle the holder thereof to one (1) vote at any meeting of the stockholders.

ARTICLE V: INITIAL REGISTERED OFFICE AND AGENT

The initial registered agent of the Corporation will be Steve Klingbiel whose address is 6036 S. Orange Avenue, Orlando, Florida 32809. The initial street address of the principal office of the Corporation will be 6036 S. Orange Avenue, Orlando, Florida 32809. The Board of Directors may, from time to time, move the principal office to any other address.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The corporation will have four (4) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws but may not be less than one (1) nor more than fifteen (15). The name and address of each person who is to serve as a member of the initial Board of Directors is:

<u>Name</u>	<u>Address</u>
Steve Klingbiel	6036 S. Orange Avenue Orlando, Florida 32809
August Klingbiel	6036 S. Orange Avenue Orlando, Florida 32809
Charlotte Klingbiel	6036 S. Orange Avenue Orlando, Florida 32809
Robert Allen	6036 S. Orange Avenue Orlando, Florida 32809

ARTICLE VII: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is STEVE KLIMGBIHL, 6036 S. ORANGE AVENUE, ORLANDO, FL 32809.

ARTICLE VIII: AMENDMENTS

The Corporation reserves the right to amend or repeal any provision(s) of these Articles of Incorporation, or any amendment(s) hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 12 day of June, 1996.

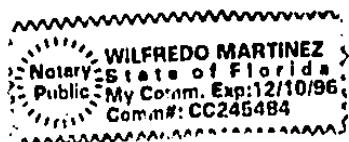
STEVEN KLINGBIEL

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared STEVEN KLINGBIEL, who is personally known to me or who showed the following form of identification:
FDL# K157-78-65-024-5, Known to me and known to be the person who executed the foregoing Articles of Incorporation.

Notary Public
My Commission Expires:

(Seal)



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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. Name of the Corporation is: 300 BELOW OF ORLANDO, INC.
2. The name and address of the registered agent and office is:
Steve Klingbiel, 6036 S. Orange Avenue, Orlando, FL 32809.

Signature: 

Title: President

Date: June 14, 1996

Having been named to accept service of process for 300 BELOW OF ORLANDO, INC., at the place designated in this Certificate, I, STEVE KLINGBIEL, agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325, Florida Statutes.


STEVE KLINGBIEL

Date

6-14-96