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A PROFESSIONAL ASSOCIATION
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June 14, 1996

Department of State
Divisions of Corporations
P. O. Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
6-14-96

600001863906
-06/17/96--01048--022
****122.50 ****122.50

Enclosed are the following documents pursuant to the incorporation of Places Design, Inc.:

1. The executed Articles of Incorporation of Places Design, Inc..
2. A copy of the executed Articles of Incorporation to be certified and returned.
3. A check in the amount of \$122.50 to cover the following items:

Filing Fee	\$ 35.00
Registered Agent Designation	35.00
Certified copy/Articles of Incorporation	<u>52.50</u>
Total	<u>\$122.50</u>

Thank you for your assistance in this matter. Should you have any questions or comments, please contact me at the above number.

Yours very truly,



William P. Battaglia

WPB/r
enclosures

Pickup
1:10

FILED
96 JUN 17 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 JUN 17 PM 12:37
DIVISION OF CORPORATIONS

B. REGISTER JUN 17 1996

EFFECTIVE DATE
6-14-96

FILED
96 JUN 17 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PLACES DESIGN, INC.

The undersigned incorporator delivers these Articles of Incorporation in order to form a corporation under the Florida Business Corporation Act.

ARTICLE I

Name

The name of the Corporation shall be Places Design, Inc.

ARTICLE II

Principal Office

The principal office and mailing address of the Corporation is located at 1320 N. Semoran Boulevard, Suite 104, Orlando, Florida 32807.

ARTICLE III

Corporate Purposes, Power and Rights

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

Duration of the Corporation

Existence of the Corporation shall commence on the later of the 14th day of June, 1996, or the date which is five (5) business days prior to the date these Articles of Incorporation have been filed by the Secretary of State and the Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

Authorized Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 10,000 shares of Common Stock, with a \$1.00 par value per share.

ARTICLE VI

Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be 1320 N. Semoran Avenue, Suite 104, Orlando, Florida 32807. The name of the initial registered agent of the Corporation at the registered office shall be Janet Thurman Frazee.

ARTICLE VII

Initial Board of Directors

The initial Board of Directors shall consist of one person. The name and address of the person who shall serve as director of the Corporation until the first meeting of shareholders is:

<u>Name</u>	<u>Address</u>
Janet Thurman Frazee	1320 N. Semoran Avenue, Suite 104 Orlando, Florida 32807

ARTICLE VIII

Incorporator

The name and address of the incorporator of the Corporation is:

<u>Name</u>	<u>Address</u>
Janet Thurman Frazee	1320 N. Semoran Avenue, Suite 104 Orlando, Florida 32807

FILED

96 JUN 17 PM 1:10

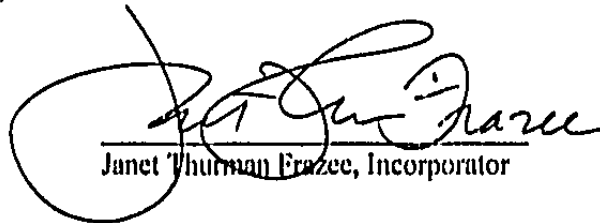
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IX

Preemptive Rights

The shareholders of the Corporation shall have the preemptive right to acquire unissued or treasury shares of the Corporation as provided in Florida Statutes §607.0630.

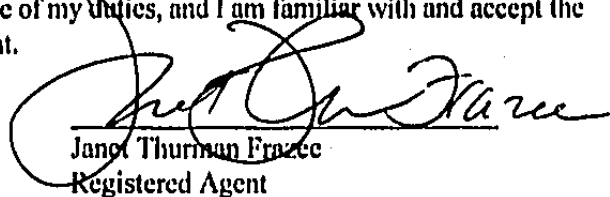
Executed as of the 14th day of June, 1996.



Janet Thurman Frazee, Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



Janet Thurman Frazee
Registered Agent

Dated as of June 14, 1996