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ROGERS, TOWERS, BAILEY, JONES & GAY

A PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW  
1301 RIVERPLACE BOULEVARD  
SUITE 1500  
JACKSONVILLE, FLORIDA 32207

TELEPHONE (904) 396-3911  
FAX (904) 396-0663

WM. H. ROGERS • 1984-1987  
CHARLES D. TOWERS • 1984-1988  
CECIL O. BAILEY • 1981-1982  
TAYLOR JONES • 1911-1982  
J. EDWIN GAY • 1908-1984

June 17, 1996

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TALLAHASSEE OFFICE  
108 SOUTH MONROE STREET  
P.O. BOX 1879  
TALLAHASSEE, FLORIDA 32308  
(904) 896-7988  
FAX (904) 896-7989  
PAUL P. GARDNER

GOVERNMENTAL CONSULTANT  
MAYNARD ALBRIGHT

SPECIAL COUNSEL  
HOWARD I. KORMAN  
ALFRED J. FOWLER

WRITER'S DIRECT DIAL NUMBER  
(904) 346-5557

CHARLES D. TOWERS, JR.  
JAMES M. MALLAN  
FRED M. FOWLER  
DAVID M. FOWLER  
C. WILLIAM FOWLER  
ALLAN T. GARDEN  
C. KENNETH MORRIS  
DOUGLAS A. WARD  
PAUL P. BAILEY  
WYNN M. WINTER  
ROBERT T. WYNN, JR.  
H. JOSEPH O'BRIEN  
DONALD O. WYNN  
JOSEPH O. WYNN, JR.  
MICHAEL A. WOODRICH  
MICHAEL A. WOODRICH  
E. ALLEN WOOD, JR.  
J. KIRBY WOODRICH  
T. R. HANLINE, JR.  
CHRISTOPHER O. HAZEL  
BRIAN O. McDONALD

BETTY DOR MAHON  
ANTHONY A. ANDERSON  
MARION PERMAN PARKER  
APRIL K. RUTZ  
KURT H. LUNN  
ROBERT L. MACHINE  
JAMES M. TERRY  
WALTER M. ARNOLD  
O. LAYBELL  
ROCK MONTE FISHBURN  
WILLIAM A. O'BRYEN  
WILLIAM A. O'BRYEN  
EMILY O. PIERCE  
GEOFFREY P. LUNN  
JOHN R. BACH  
CHERYL L. WOODMAN  
JOHN A. BAYONA  
MARSHALL M. BURNETT  
BARBARA J. MATTHEW  
DAVID R. GARDNER  
GREGORY L. FELTEL, JR.  
ADRIAN RUST

Florida Secretary of State  
409 E. Gaines Street  
Tallahassee, FL 32399

RE: Coolheads, Inc.

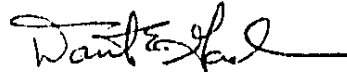
Dear Sir or Madam:

Enclosed please find for filing a copy of the Articles of Incorporation of the above referenced corporation. Please also find our check in the amount of \$70.00 payable to your office as the filing fee.

Enclosed please also find a copy of these Articles of Incorporation. Please stamp these as filed with your office, and return them to me at the above (Jacksonville) address.

Thank you for your assistance in this matter.

Sincerely,



David E. Gardner

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PH  
6/20/96

**ARTICLES OF INCORPORATION  
OF  
COOLHEADS, INC.**

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96 JUN 19 PM 1:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FIRST:** The name of this corporation is:  
**COOLHEADS, INC.**

**SECOND:** The purpose for which this corporation is formed is to transact any lawful business which may be conducted by corporations pursuant to the laws of the State of Florida. This corporation shall have the power to do all and everything necessary and proper for the accomplishment of its purposes and necessary or incidental to the benefit and protection of the corporation.

The foregoing clauses will be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

**THIRD:** The maximum number of shares with par value that this corporation is authorized to have outstanding at any one time is 1,000 shares of the par value of one dollar (\$1.00) each.

**FOURTH:** This corporation is to have perpetual existence. Corporate existence shall commence effective with the filing of these Articles with the Secretary of State of Florida.

**FIFTH:** The principal office and mailing address of this corporation will be at 235 South Maitland Ave, #209, Maitland, Florida 32751.

**SIXTH:** The number of its directors shall be one (1) or such other number as the shareholders may from time to time designate but never less than one (1).

**SEVENTH:** The name and address of the first member of the Board of Directors of the corporation, who shall hold office for the first year of the existence of the corporation or until his successor or successors are elected or appointed and have qualified, is:

**NAME**

Alan S. Weinstein

**ADDRESS**235 South Maitland Ave, #209  
Maitland, Florida 32751

**EIGHTH:** The name and address of the sole subscriber of the Articles of Incorporation is as follows:

**NAME**

Irvin M. Weinstein

**ADDRESS**1301 Riverplace Boulevard  
Suite 1500  
Jacksonville, Florida 32207

**NINTH:** The street address of the initial registered office of this corporation is 1301 Riverplace Boulevard, Suite 1500, Jacksonville, Florida 32207, and the name of the initial registered agent of this corporation at that address is Irvin M. Weinstein.

**TENTH:** This corporation reserves the right to amend, alter, change or repeal any provision contained in its articles of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

I, THE UNDERSIGNED, being the sole original subscriber hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Florida, do make, subscribe, acknowledge, and file these articles, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand and seal this 17th day of June, 1996.

**IRVIN M. WEINSTEIN**

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CERTIFICATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

96 JUN 19 PM 1:58

In compliance with Chapter 48.091, Florida Statutes, the following is submitted.

That COOLHEADS, INC., a corporation duly organized and existing under the laws of the State of Florida, has named IRVIN M. WEINSTEIN as its Registered Agent, located at 1301 Riverplace Boulevard, Suite 1500, Jacksonville, Florida 32207, as its agent to accept service of process within Florida.

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and 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 607.0505, Florida Statutes.

  
IRVIN M. WEINSTEIN