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June 20, 1996

ATTENTION: FLORIDA FILINGS
Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314-6327

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-06/25/96--01021--001
*****78.75 *****78.75

Re: PLANITUDE, INC.
Articles of Incorporation


To whom it may concern:

In connection with the foregoing, enclosed herewith are the following:

1. Original Articles of Incorporation and designation and acceptance of registered agent for Planitude, Inc. for filing;
2. Copy of Articles of Incorporation and designation and acceptance of registered agent for Planitude, Inc. to be time-stamped and returned to me in the enclosed stamped, self-addressed envelope;
3. My check in the amount of \$78.75 for the filing fee and a certificate of status on the above corporation; and
4. Stamped, self-addressed envelope.

Please call with any questions regarding this matter. Thank you for your cooperation and assistance.

Very truly yours,


Allan C. Draves

ACD/cgf
Encls.

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
PLANITUDE, INC.

In compliance with the requirements of Chapter 607 Florida Statutes, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation is Planitude, Inc.

ARTICLE II

The existence of the corporation shall be perpetual, until dissolved in accordance with law, and shall commence on the filing of these Articles with the Florida Department of State.

ARTICLE III

The street address of the initial principal office of the corporation is 1932 Howell Branch Road, Winter Park, Florida 32792.

ARTICLE IV

The maximum number of shares of stock which the corporation is authorized to issue is 7,500 shares of common stock, with par value of 10¢ per share.

ARTICLE V

The initial street address of the corporation's registered office is 340 North Orange Avenue, Suite B, Orlando, Florida 32801. The initial registered agent for the corporation at that address is Allan C. Draves.

ARTICLE VI

The name and street address of the person signing these Articles of Incorporation are:


Allan C. Draves
340 North Orange Avenue
Suite B
Orlando, FL 32801.

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CLERK OF THE COURT
STATE OF FLORIDA

ARTICLE VII


The corporation shall indemnify its directors, officers, employees, agents and incorporator to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20 day of June, 1996.


Allan C. Draves

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Planitudo, Inc. at the place designated in the Articles of Incorporation, the undersigned accepts the appointment and is familiar with and accepts the obligations of that position pursuant to Section 607.0501(3) Florida Statutes.


Allan C. Draves

Date: June 20, 1996