

P96000059628

McCLANE PROFESSIONAL ASSOCIATION

718 BRYN MAWR STREET
ORLANDO, FLORIDA 32804

J. BROCK McCLANE
THOMAS W. GOLDMAN III

TELEPHONE
(407) 878-0800
FACSIMILE
(407) 878-8808

July 10, 1996

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

200001900892
-07/23/96--01002--010
****132.50 ****132.50

Re: Registration of Rhea Durham, Inc.

Dear Sir/Madam:

Please accept the enclosed check in the amount of \$132.50 for the filing of Articles of Incorporation of a new Florida corporation by the name of Rhea Durham, Inc., designation of registered agent and certification of the articles of incorporation.

The breakdown of the amounts for which the check is written is as follows:

1) Filing of Articles of Incorporation:	\$35.00
2) Designation of Registered Agent	\$35.00
3) Certified Copy of Articles	\$52.50
	\$132.50

Thank you for your assistance.

Cordially,

J. Brock McClane /djc

J. Brock McClane

JBMc/djc
enc.

80.00 F.F.
52.50 C.C.
132.50

DMC
7.16.96

FILED
96 JUL 15 PM 2:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

RHEA DURHAM, INC.

FILED

96 JUL 15 PM 2:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, being competent to contract, subscribe to these Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I - Name

The name of this corporation shall be RHEA DURHAM, INC.

ARTICLE II - Business and Activities

RHEA DURHAM, INC. may be, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida. Provided, however, and notwithstanding the generality of the foregoing, RHEA DURHAM, INC. is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

ARTICLE III - Capital Stock

A. The authorized capital stock of RHEA DURHAM, INC. and the maximum number of shares of stock that RHEA DURHAM, INC. is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued, shall become and be fully paid and nonassessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

ARTICLE IV - Term of Existence

The effective date upon which RHEA DURHAM, INC. shall come into existence shall be the date of filing, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V - Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 712 Bryn Mawr Street, Orlando, Florida 32804 and the name of the initial registered agent of RHEA DURHAM, INC. at that address is J. Brock McClane. The principal office shall be the same as the registered office.

ARTICLE VI - Directors

A. The initial number of Directors of RHEA DURHAM, INC. shall be one.

B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the By-Laws of RHEA DURHAM, INC.

C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

D. Nothing in this Article shall be construed to preclude the Directors from serving RHEA DURHAM, INC. in any other capacity and receiving compensation therefor.

E. The names and street addresses of the initial members of the Board of Directors, each to hold office as long as permitted by these Articles and the By-Laws of RHEA DURHAM, INC. are:

<u>NAME</u>	<u>STREET ADDRESS</u>
RHEA DURHAM	1631 Lasbury Avenue, Winter Park, FL 32789

F. Any Directors may be removed from office by the holders of a majority of the stock entitled to vote thereon and any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders, provided, however, that the initial Directors named and appointed in Paragraph E of this Article may only be removed by a supermajority vote of 4/5 of the Shareholders.

G. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE VII - Incorporator(s)

The names and street addresses of the incorporators signing these Articles are:

<u>NAME</u>	<u>STREET ADDRESS</u>
RHEA L. DURHAM	1631 Lasbury Avenue, Winter Park, FL 32789

ARTICLE VIII - Lost or Destroyed Certification

Stock Certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of RHEA DURHAM, INC.

ARTICLE IX - By-Laws

The power to adopt, alter, amend or repeal By-Laws of this Corporation shall be vested in the Shareholders or the Board of Directors of RHEA DURHAM, INC. provided, however, that any By-Laws adopted by the Directors which are inconsistent with the By-Laws adopted by the Shareholders shall be void, and the Directors may not alter, amend or repeal any By-Laws adopted by the Shareholders.

ARTICLE X - Preemptive Rights

Every Shareholder, upon the sale or resale of any stock of RHEA DURHAM, INC. of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this eighth day of July 1996.

Rhea Durham
Rhea L. Durham

STATE OF FLORIDA:
COUNTY OF ORANGE:

The foregoing instrument was acknowledged before me this eighth day of July 1996, by Rhea L. Durham, who is personally known to me or who has produced US Passport 043956002, an identification and did (did not) take an oath.

J. Brook McClane
NOTARY - Comm. # _____

J. Brook McClane
(Typed/Printed Name of Notary)
My commission expires:

c:\exim\articles.inc



J BROCK MCCLANE
My Commission CC443006
Expires Mar. 02, 1999
Bonded by HAI
800-422-1850

FILED

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

96 JUL 15 PM 2:35

The undersigned hereby accepts the appointment to serve as the ^{SECRETARY OF THE STATE} ~~the~~ ^{TALLAHASSEE, FLORIDA} ~~initial~~ ^{of} Registered agent of NHEA DURHAM, INC.


J. BROCK MCCLANE

712 Bryn Mawr Street

Orlando, Florida 32804

Telephone: (407) 872-0600



MAYER & COMPANY

Certified Public Accountants

100-J JEFFRYN BOULEVARD, DEER PARK, NY 11729 • (516) 243-3200 • FAX: (516) 243-3204

P96000059628

State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Rhea Durham, Inc.
#P96000059628

This is to request a change of address for Rhea Durham, Inc., federal EIN
59-3388002. Please change the address to the following:

Rhea Durham, Inc.
c/o Model Scout, Inc.
651 Rugby Street
Orlando, FL 32804

R. Durham
Rhea Durham, President

9-10-97
Date

Kecey
9/23