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MATHEWS RAILEY DECUBELLIS & GOODWIN

FRANK M. BIEDELL
DANIEL L. DECUBELLIS
JENNIFER S. EDEN
DAVID B. GOODWIN
LAWRENCE G. MATHEWS, III
LILBURN H. RAILEY, III
MARK L. VAN VALKENBURGH
MARY M. WILLO

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

FILED

POST OFFICE BOX 4076
ORLANDO, FLORIDA 32802-4076

96 JUL 15 PM 3:42

TELEPHONE (407) 872-2200
TELECOPIER (407) 423-1030

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

801 CHINA CENTER
200 SOUTH CHANDLER AVENUE
ORLANDO, FLORIDA 32801

OF COUNSEL
LYNN WALKER WRIGHT
2716 NEW CIRCLE, SUITE 102
ORLANDO, FLORIDA 32811
TELEPHONE (407) 858-8800
TELECOPIER (407) 858-8800

July 12, 1996

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

Re: Articles of Incorporation

100001893561
-07/16/96--01004--002
****122.50 ****122.50

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for filing. Also enclosed is a check in the amount of \$122.50, broken down as follows:

Filing Fee:	\$ 35.00
Registered Agent Fee:	35.00
Certified Copy:	<u>52.50</u>
TOTAL	\$122.50

Provided herein is a photocopy of the Articles which we request you date stamp and return to us in the enclosed self-addressed, stamped envelope.

Should you have any questions, please do not hesitate to call my office.

Very truly yours,

MATHEWS RAILEY DECUBELLIS
& GOODWIN, P.A.

Michelle Fisher

Michelle Fisher
Legal Assistant to
Jennifer S. Eden

Enclosures - Articles
Check
Articles cc
Envelope

PH
7/17/96

ARTICLES OF INCORPORATION
OF
BLUE SKIES RETAIL, INC.

FILED

96 JUL 15 PM 3:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, being JEFF GUNTHER, competent to contract, subscribes 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: BLUE SKIES RETAIL, INC.

ARTICLE II - Business and Activities

This Corporation may, 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, this Corporation 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 this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100 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 this Corporation shall come into existence shall be the date of the filing of these Articles of Incorporation, 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 611 N. Forsyth Road, Orlando, Florida 32807 and the name of the initial registered agent of this Corporation at that address is JEFF GUNTHER. The corporate principal office and mailing address is 611 N. Forsyth Road, Orlando, Florida 32807.

Article VI. - Initial Officers

The names and post office addresses of the first officers who subject to the provisions of this certificate, the by-laws of this corporation and statutes made and provided, shall hold office for the first year of the corporation existence or until their successors are elected and qualify as follows:

PRESIDENT:

Jeff Gunther
611 N. Forsyth Road
Orlando, Florida 32807

VICE-PRESIDENT

Scott Greager
611 N. Forsyth Road
Orlando, Florida 32807

SECRETARY

Jackie Kubay
611 N. Forsyth Road
Orlando, Florida 32807

TREASURER

Jeff Gunther
611 N. Forsyth Road
Orlando, Florida 32807

ARTICLE VII - Directors

- A. The initial number of Directors of this Corporation shall be one (1).
- 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 this Corporation.

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 the Corporation in any other capacity and receiving compensation therefore.

E. The names and street addresses of the initial members of the Board of Directors, each to hold office until the first annual meeting of the Shareholders of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Street Address</u>
Jeff Gunther	611 N. Forsyth Road Orlando, Florida 32807

F. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such 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 VIII - Incorporators

The name and street address of the incorporator signing these Articles is:

<u>Name</u>	<u>Street Address</u>
Jeff Gunther	611 N. Forsyth Road Orlando, Florida 32807

ARTICLE IX - Lost or Destroyed Certificates

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 this Corporation.

ARTICLE X - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' meeting by the holders of a majority of the stock issued and entitled to be voted, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XI - 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 this Corporation; provided, however, that any By-Laws adopted by the Directors which are inconsistent with any 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.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 11 day of July, 1996.



JEFF GUNTHER

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 11th day of July, 1996, by JEFF GUNTHER, who is personally known to me or who produced personally known as identification and who did not take an oath.

NOTARY PUBLIC:

Sign: Michelle Fisher

Print: Michelle Fisher



MICHELLE FISHER
My Commission CC819637
Expires Jan. 04, 1997

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

FILED

I hereby state that I am familiar with the duties, obligations and responsibilities of a Registered Agent under Florida law, and I hereby accept the duties and responsibilities as Registered Agent for BLUE SKIES RETAIL, INC.

95 JUL 15 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


JEFF GUNTHER

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