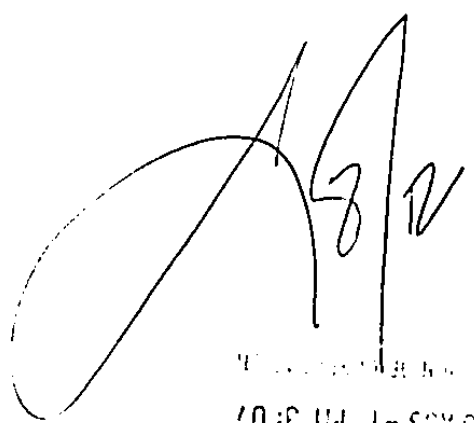


8 AUG-01-1996 14:39 EMPIRE CORPORATE KIT P.01/15
1:21 PM PUBLIC ACCESS SYSTEM
(((H96000010085))) ELECTRONIC FILING COVER SHEET
TO DIVISION OF CORPORATIONS FROM EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1997 W. FLAGLER ST.
STATE OF FLORIDA SUITE 200
409 EAST GAINES STREET MIAMI FL 33135-33401-0194
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
FAX: (804) 922-4000 PHONE: (305) 541-3094
FAX: (305) 541-3770
(((H960000010085))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: LOCATIONS UNLIMITED, INC.
FAX AUDIT NUMBER: H96000010085 CURRENT STATUS: REQUESTED
DATE REQUESTED: 08/01/1996 TIME REQUESTED: 13:20:55
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 5 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003255
Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.
(((H960000010085)))
** ENTER 'M' FOR MENU. **
ENTER SELECTION AND m<CR>:
Help F1 Option Menu F2

NUM Connect: 00:09:01

FILED
96 AUG -1 PM 4:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



RECEIVED
20:03 PM 1-500000
08 AUG -1 PM 3:07

**ARTICLES OF INCORPORATION
OF
LOCATIONS UNLIMITED, INC.**

The undersigned hereby agree(s) to organize a corporation under the laws of the State of Florida, with the following Articles of Incorporation.

**ARTICLE I
NAME**

The corporate name shall be:
LOCATIONS UNLIMITED, INC.

**ARTICLE II
EXISTENCE**

The corporation shall have perpetual existence.

**ARTICLE III
PURPOSE**

The corporate purpose is to conduct all lawful business and it shall possess all powers now and hereafter conferred by the laws of the State of Florida and the United States upon corporations.

**ARTICLE IV
AUTHORIZED CAPITAL STOCK**

The amount of capital stock authorized is five thousand (5,000) shares with no par value.

This Document was Prepared by:
Douglas D. Stratton, Esq.
Florida Bar No. 240966
407 Lincoln Road, Suite 20
Miami Beach, Florida 33139
(305) 672-7772

FILED

96 AUG -1 PM 4:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H96000010685

H96000010685

**ARTICLE V
PRINCIPAL OFFICE**

The post office address of the principal office of the corporation is: 407 Lincoln Road, Suite 2B, Miami Beach, Florida, 33139, or at any other location that the Board of Directors chooses to designate.

**ARTICLE VI
INITIAL REGISTERED AGENT**

The initial Registered Agent of the corporation is:

DOUGLAS D. STRATTON, ESQ.,

and the street address of the registered office is:

407 Lincoln Road, Suite 2B, Miami Beach, Florida, 33139.

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

The business of the corporation shall be managed by a Board of Directors consisting of not fewer than one (1) person, the exact number to be determined from time to time in accordance with the by-laws. The name(s) and address(es) of the first Board of Directors who shall serve until the first annual meeting of the shareholders or until their successors are elected and qualified shall be:

<u>NAME</u>	<u>ADDRESS</u>
Douglas D. Stratton	407 Lincoln Road, Suite 2B Miami Beach, Florida 33139

**ARTICLE VIII
POWERS OF DIRECTOR(S)**

The Director(s) shall exercise all powers conferred by law.

H96000010685

H96000010685

**ARTICLE IX
INDEMNIFICATION**

The corporation shall indemnify any and all of its directors or officers against losses and expenses actually and necessarily incurred by them in connection with the defense of any suit which they are parties to by reason of their acts while in their corporate capacity.

**ARTICLE X
AMENDMENTS**

The corporation reserves the right to amend, alter, change or repeal any or all provisions of the Articles of Incorporation in the manner now or hereafter prescribed by Florida Statutes.

**ARTICLE XI
INCORPORATOR**

The name(s) and address(es) of the Incorporator(s) of the corporation is/are as follows:

NAME**ADDRESS**

Douglas D. Stratton

407 Lincoln Road, Suite 2B
Miami Beach, Florida 33139

IN WITNESS WHEREOF, the undersigned, being the original Incorporator(s) of the corporation, has/have executed these Articles of Incorporation this 26 day of July, 1996.


DOUGLAS D. STRATTON
Incorporator

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared DOUGLAS D. STRATTON, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State aforementioned this 26 day of July, 1996.



NOTARY PUBLIC
State of Florida
Print Name: Bonnie J. Padulney

My Commission Expires:

Known to me or who has produced
identification

Known to me

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions in Chapter 48.091, Florida Statutes, relative to keeping open said office.

Douglas D. Stratton
DOUGLAS D. STRATTON
REGISTERED AGENT
Florida Bar No. 240966

FILED
AUG 1 PM 4:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000064583

Requestor's Name



City/State/Zip

Phone #

400001960084
-09/30/96--01058--001
*****35.00 *****35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

☐ Walk in

☐ Pick up time _____

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of State

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 SEP 30 AM 10:01

APPROVED
AND
FILED

P96000064583
04/1/96
Sept 30-96

Examiner's Initials



Florida Department of State, Jim Smith, Secretary of State

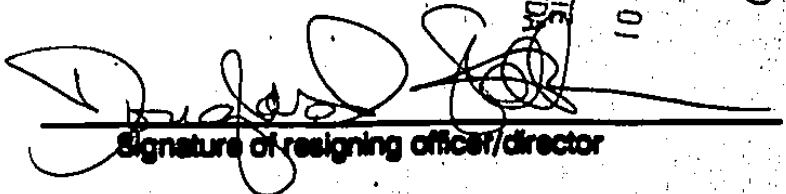
AFFIDAVIT OF RESIGNATION OF OFFICER AND/OR DIRECTOR

STATE OF FLORIDA
COUNTY OF DADE

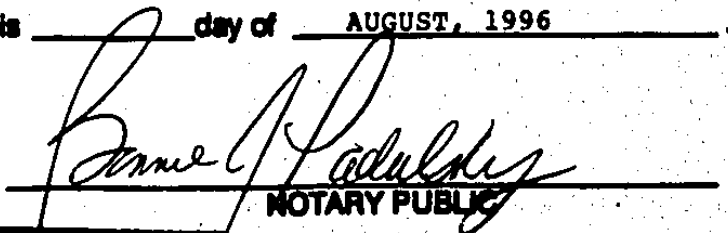
I, DOUGLAS D. STRATTON after being duly sworn, state that to the best of my knowledge, information and belief, and under the penalties of perjury, the following is true and correct:

I, DOUGLAS D. STRATTON hereby resign as DIRECTOR of
(Title)
LOCATIONS UNLIMITED, INC. a Florida corporation.
(Name of Corporation)

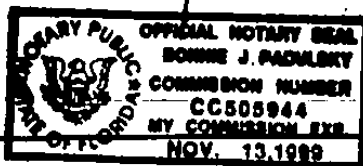
That the corporation has been notified in writing of the resignation.


Signature of resigning officer/director

Sworn to and subscribed before me this day of AUGUST, 1996.


NOTARY PUBLIC

My Commission Expires:



FILING FEE IS \$35.00

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314
CR2E044 (7-90)