

P96000065175

WILLIAM J. WALLACE, P.A.

ATTORNEY AT LAW

COMMERCIAL CENTER SUITE 400
1010 SOUTH PALM BEACH AVENUE
WEST PALM BEACH, FLORIDA 33409

TELEPHONE (407) 470-0800
TELEFAX (407) 470-4000

WILLIAM J. WALLACE
.....
PARALEGAL:
KARYN LEE LETRICK

July 30, 1996

500001211625
-08/02/96--01058--012
***122.50 ***122.50

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation
Pradines Adventures, Inc.

Dear Sir or Madam:

Enclosed please find the following: original and one copy of the Articles of Incorporation of Pradines Adventures, Inc. Also enclosed is a check in the amount of \$122.50 as payment of the filing fee for the Articles of Incorporation.

Please process accordingly.

Sincerely,

Karyn Lee Letrick
Karyn Lee Letrick
Paralegal

/kll
encs.

cc: Mr. Bryan K. Pradines, Incorporator
Pradines Adventures, Inc.

36 AUG -2 PM 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

76096
A

ARTICLES OF INCORPORATION
OF
PRADINES ADVENTURES, INC.

FILED
96 AUG -2 PM 2:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as incorporator of the corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The name of this corporation is: **Pradines Adventures, Inc.**

ARTICLE II - INITIAL PRINCIPAL PLACE OF BUSINESS

The corporation's initial principal place of business shall be 504 5th Way, West Palm Beach, Florida 33407.

ARTICLE III - EXISTENCE

The duration of this corporation is perpetual.

ARTICLE IV - PURPOSE

The purpose or purposes for which this corporation is organized are:

A. The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

B. To acquire by purchase, exchange, gift, bequest and subscription or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange, or otherwise dispose of or deal in or with its own corporate securities or stock or other securities, including without limitations, any shares of stock, bonds, debentures, notes, mortgages, or other instruments representing rights or interests therein or any property or assets created or issued by any person, firm, association or corporation,

or any government or subdivision, agencies or instrumentalities thereof; to make payment therefor in any lawful manner or to issue in exchange therefor its own securities or to use its unrestricted or unreserved earned surplus for the purchase of its own shares, and to exercise as owner or holder of any securities, any and all rights, powers, and privileges in respect thereof.

C. To do each and every thing necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for the protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could do, in any part of the world as principals, agents, partners, trustees, or otherwise, either alone or in conjunction with any other person, association, or corporation.

D. The foregoing clauses shall be construed both as purposes and powers, and shall not be held to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the Laws of the State of Florida; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article III shall be regarded as independent purposes and powers.

ARTICLE V - STOCK

The aggregate number of shares which this corporation shall have authority to issue is 200 shares of Class A common voting stock at \$1.00 par value per share. Fully-paid stock of this

corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. To the extent of the par value of such shares, and the excess, if any, of consideration received for such shares, same shall constitute capital surplus.

ARTICLE VI - AMENDMENT

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at the Shareholders meeting called for that purpose

ARTICLE VII - SHAREHOLDERS' RIGHTS

Shareholders of the corporation shall have pre-emptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Pre-emptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This article pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the corporation shall take place unless the price at which the stock is to be

issued shall be approved by a majority of the Shareholders of the corporation.

ARTICLE VIII - INITIAL REGISTERED AGENT

This corporation's initial registered agent is Ray Pradines, whose address is 504 5th Way, West Palm Beach, Florida 33407.

ARTICLE IX - DIRECTORS

The number of directors constituting the initial Board of Directors of this corporation is one (1). The name and address of the person to serve as Director until the first annual meeting of the Shareholders, or until their successors are elected and qualify, is:

<u>NAME</u>	<u>ADDRESS</u>
Bryan K. Pradines	504 5th Way West Palm Beach, FL 33407
Ray Pradines	504 5th Way West Palm Beach, FL 33407

ARTICLE X - OFFICERS

Bryan K. Pradines	President, Secretary
Ray Pradines	Vice President, Treasurer

ARTICLE XI - INCORPORATORS

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Bryan K. Pradines	504 5th Way West Palm Beach, FL 33407

ARTICLE XII - BY-LAWS

The By-Laws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the

affirmative vote of a majority of the Shareholders at any meeting thereof.

Dated this 30th day of July, 1996.

Bryan K. Pradines
Bryan K. Pradines, Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation were acknowledged before me this 27th day of July, 1994 by Bryan K. Pradines.

Thom Lee Leticia
NOTARY PUBLIC
My Commission Expires:

FILED
-2 PM 2:32

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

The foregoing is submitted pursuant to Florida Statute Section
48.091(1) and Florida Statute Section 607.034:

Pradines Adventures, Inc. desiring to organize under the laws
of the State of Florida being in the County of Palm Beach, has
named Ray Pradines, 504 5th Way, West Palm Beach, FL 33407, as its
initial registered agent to accept service of process within this
State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-
stated corporation, at the above-stated office within this State,
I hereby accept to act in this capacity and agree to comply with
the provisions of said Statute relative to keeping the registered
office of the corporation open from 10:00 a.m. to noon each day,
except Saturdays, Sundays, and legal holidays, and to post therein
a sign designing the name of the corporation and the name of its
registered agent.

Dated this 30th day of July, 1996.



Ray Pradines

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing Acknowledgement was acknowledged before me this
30th day of July, 1996 by Ray Pradines.



NOTARY PUBLIC
My Commission Expires: