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SCHULTE ROTH & ZABEL

PHILLIPS POINT, WEST TOWER  
SUITE 1000

777 SOUTH FLAGLER DRIVE  
WEST PALM BEACH, FLORIDA 33401

(800) 888-8800

FACSIMILE  
(800) 888-8810

August 22, 1996

HURTON LEHMAN  
HOWARD F. BIANFIDIN  
WILLIAM D. ZABEL

NEW YORK OFFICE  
500 THIRD AVENUE  
NEW YORK, N.Y. 10022  
(212) 781-0404

Division of Corporations  
Secretary of State  
409 East Gaines Street  
Tallahassee, Florida 32399

400001935674  
-08/29/96--01047--008  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: Incorporation of Family Pride Values, Inc.

Gentlemen:

Enclosed are duplicate originals of Articles of Incorporation for Family Pride Values, Inc., together with a check payable to the Florida Secretary of State in the amount of \$70.00, representing the following:

Filing fee	\$ 20.00
Certified copy	30.00
Resident Agent	<u>20.00</u>
<b>TOTAL</b>	<b><u>\$ 70.00</u></b>

Please expedite the completion of this incorporation as much as possible, certify the enclosed copy of Articles of Incorporation, and return the same to this office.

If anything further is required, please do not hesitate to call me collect at the above phone number.

Sincerely,

*Linda S. Lanning*

Linda S. Lanning  
Legal Assistant

Enclosures

FILED  
96 AUG 29 PM 12:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AB 9/4

ARTICLES OF INCORPORATION

OF

FAMILY PRIDE VALUES, INC.

(Pursuant to the Corporation  
Laws of the State of Florida)

FILED  
96 AUG 29 PM 12:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, for the purpose of forming a business corporation pursuant to the Corporation Laws of the State of Florida, do hereby make, subscribe and acknowledge these Articles of Incorporation for that purpose, as follows:

- I. The name of the corporation shall be FAMILY PRIDE VALUES, INC.
- II. The general nature of the business or businesses to be transacted by the corporation is:
  1. To engage in any and all business operations permitted pursuant to the laws of the State of Florida.
  2. To purchase items for sale or lease in the ordinary course of such an operation.
  3. To purchase, lease, exchange, hire or otherwise acquire real or personal property, chattels, rights, easements, patent rights, privileges and franchises.
  4. To hire employees necessary to the operation of the corporation and to terminate such employment as the directors see fit.
  5. To borrow money for the purpose of funding and establishing the business of the corporation and issue all and every kind of bonds, notes and other obligations and to secure the same by pledges or mortgages of the whole or any part of the property of the corporation, either real or personal, or by any other form of security or instrument, in writing, or to issue bonds, notes, debentures, or other obligations with or without security, and to sell or pledge any or all such bonds, notes or other obligations.
  6. To the extent as provided by law, to acquire real or personal property to the extent that any of the same shall be authorized to be purchased, held, used, managed or dealt in by the corporation under the provisions hereof or necessary for the use and lawful purposes of the corporation, and to issue in consideration thereof and in payment therefor shares of the corporate stock of the corporation, or the bonds, notes, debentures or other obligations of the corporation.
  7. To the extent permitted by law, to subscribe, purchase, acquire, hold, own, invest in, assign, transfer, mortgage, pledge or otherwise dispose of or deal in the stocks, bonds, debentures or other securities and obligations of any other corporation, domestic or foreign, and to pay for the same in cash or issue in exchange therefor its own stocks, bonds and other obligations and possess and exercise in respect of the stocks, bonds, debentures, or other securities and obligations of any corporation, domestic or foreign, acquired under the provisions of this

paragraph, and all the rights, powers and privileges of individual owners thereof, including any and all voting powers.

8. To the extent permitted by law, to acquire the whole or any part of the goodwill, rights or property or other assets of any person or entity, domestic or foreign, engaged in a similar business, and to assume the whole or any part of the liabilities of the same, and to pay for the same in cash, stocks or bonds of this corporation, or otherwise.
9. To the extent permitted by law, to guarantee the bonds or other evidence of indebtedness or any other corporation whenever it is necessary or expedient in carrying out any of the powers herein conferred upon this corporation.
10. To conduct its business, so far as permitted by law, in the State of Florida and in all other states of the United States of America and its territories and in the District of Columbia, and in any and all of the dependencies, colonies or possessions of the United States and in foreign countries.

The foregoing clauses setting forth the nature of the business or businesses to be transacted by the corporation shall be construed as objects and powers in furtherance and not in limitation of the general powers conferred upon corporations by the laws of the State of Florida at the date of this incorporation. It is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner not in conflict therewith the powers of the corporation, and that the corporation may do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or objects hereinbefore enumerated, either alone or in association with other corporations, firms or individuals, to the full extent permitted by law and as fully as individuals might or could do as principals, agents, contractors, sub-contractors or otherwise.

III. The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be Seven Thousand Five Hundred (7,500) shares of One Dollar (\$1.00) par value per share, all of which shall be classified and designated as common stock, fully paid and non-assessable.

IV. The amount of capital with which the corporation shall begin business is One Hundred and 00/100 Dollars (\$100.00).

V. The corporation is to have perpetual existence.

VI. The principal place of the business and the initial registered office of the corporation is 7380 South Ocean Drive, #618A, Jensen Beach, Florida 34957, with the privilege, however, of having branch offices or places of business in any other place or

places within or without the State of Florida, and its initial registered agent at such address is Linda S. Lanning.

VII. The number of directors shall be not less than one (1) nor more than five (5), and the directors need not be stockholders of the corporation.

VIII. The name and post office address of the member of the first Board of Directors, President, Vice-President, Secretary and Treasurer, who, subject to the provisions of these Articles of Incorporation, the By-laws and the Corporation Laws of the State of Florida, shall hold office for the first year of the existence of this corporation or until his successors are elected and have qualified, is:

<u>FIRST BOARD OF DIRECTORS AND OFFICERS</u>	<u>ADDRESSES</u>
Lee A. Dodd - President and Secretary	4422 Beech Drive, Apt. #2 W. Palm Beach, Florida 33406
Michael E. Lanning - Vice-President and Treasurer	7380 South Ocean Drive, #618A Jensen Beach, Florida 34957

IX. The name and post office address of each subscriber to these Articles of Incorporation, and a statement of the number of shares of stock which each subscriber agrees to take in the corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
Michael E. Lanning	7380 S. Ocean Dr., #618A Jensen Beach, FL 34957	50	\$50.00
Lee A. Dodd	4422 Beech Drive, Apt. #2 W. Palm Beach, FL 33406	50	\$50.00

The total aggregate amount of the proceeds of the stock so subscribed for will not be less than the amount of the capital with which the corporation will begin business.

X. 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 stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.

XI. Each subscriber of common stock shall be entitled, subject to such rules as may be prescribed by the Directors pursuant to law, to one vote for each share of common stock standing in his or her name on the books of the corporation, each holder of common

stock entitled to vote shall be entitled to as many votes as shall equal the number of shares of common stock held by him or her, multiplied by the number of Directors to be elected, and he or she may cast all such votes for a single director or may distribute them among the number to be voted for any two or more of them as he or she may see fit.

IN WITNESS WHEREOF, I have made and subscribed these Articles of Incorporation this 22nd day of August, 1996.

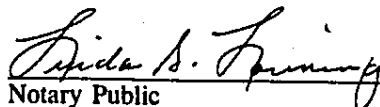
  
Lee A. Dodd, President

  
Michael E. Lanning, Vice President

STATE OF FLORIDA                    )  
  ) ss:  
COUNTY OF PALM BEACH         )

On this day, before me, personally appeared LEE A. DODD to me well known to be the person described in and who executed the same freely and voluntarily and for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 22nd day of August, 1996.

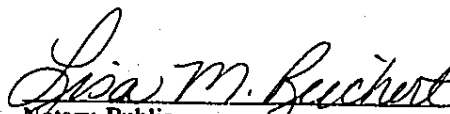
 (SEAL)  
Notary Public  
My Commission Expires:

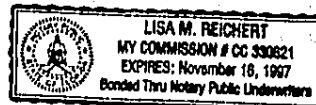


STATE OF FLORIDA                    )  
  ) ss:  
COUNTY OF PALM BEACH         )

On this day, before me, personally appeared MICHAEL E. LANNING to me well known to be the person described in and who executed the same freely and voluntarily and for the purposes expressed therein.


IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 22nd day of August, 1996.

 (SEAL)  
Notary Public  
My Commission Expires:



ACCEPTANCE OF RESIDENT AGENT

Having been named to accept service of process for the above-named corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
Linda S. Lanning  
Resident Agent

FILED  
96 AUG 29 PM 12:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA