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September 19, 1996

Florida Secretary of State  
P.O. Box 6327  
Tallahassee, Florida 32314

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Formalities, Inc.

Dear Sir or Madam:

Enclosed herewith is the original and one (1) copy of the Articles of Incorporation of Formalities, Inc. for filing with the Florida Secretary of State, and a check in the amount of \$70.00 to cover your filing fee.

Note that B&C Corporate Services of Central Florida, Inc. obtained a Name Reservation for the name Formalities, Inc. on August 19, 1996 under reservation number R960000003951. Enclosed herewith is a copy of the reservation letter from the State of Florida.

Once the enclosed articles have been filed, please return a filed copy of the same to the undersigned.

Should you have any questions or comments, please do not hesitate to contact me.

Very truly yours,

Laurie L. Bergstresser  
Paralegal

/llb  
Enclosures  
cc: Douglas E. Starcher, Esq.

FILED  
96 SEP 23 PM 2:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PA  
9/25/96



**FLORIDA DEPARTMENT OF STATE**  
Sandra B. Mortham  
Secretary of State

August 19, 1996

**CSC NETWORKS**

The name **FORMALITIES, INC.** has been reserved for 120 days beginning August 19, 1996. The reservation number is **R96000003951** and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Judy Euro

Letter number: **396A00039338**

**ARTICLES OF INCORPORATION  
OF  
FORMALITIES, INC.**

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, being 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:

FORMALITIES, INC.

**ARTICLE II - Principal Office**

The address of the principal office and the mailing address of the Corporation is 2875 S. Orange Avenue, Suite 500-1300, Orlando, Florida, 32806.

**ARTICLE III - 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 IV - 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 10,000 shares of common stock having a par value of \$.01 per share.

B. All or any portion of the capital stock may be issued in payment for real or personal property, past or future 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, services, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

#### ARTICLE V - Term of Existence

The effective date upon which this Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

#### ARTICLE VI - Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 390 N. Orange Avenue, Suite 1100, Orlando, Florida 32801 and the name of the initial registered agent of this Corporation at that address is B&C Corporate Services of Central Florida, Inc.

#### 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 Bylaws of this Corporation, but there shall always be at least one Director.

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 therefor.

E. The name and street address of the initial member of the Board of Directors, to hold office until the first annual meeting of the Shareholders of this Corporation or until her successor is elected or appointed and has qualified, is:

<u>Name</u>	<u>Street Address</u>
Jean Corr	1820 Kalurna Court Orlando, Florida 32806

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 or for no cause.

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 - Incorporator

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

<u>Name</u>	<u>Street Address</u>
B&C Corporate Services of Central Florida, Inc.	390 N. Orange Avenue Suite 1100 Orlando, Florida 32801

#### 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 Bylaws of this Corporation.

#### ARTICLE X - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law.

#### ARTICLE XI - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors. Any Bylaws adopted by the Board of Directors may be repealed, changed, or new Bylaws may be adopted by the vote of a majority of the stock entitled to vote thereon, and the Shareholders may prescribe in any Bylaw made by them that such Bylaw shall not be altered, amended or repealed by the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 16th day of August, 1996.

B&C Corporate Services of  
Central Florida, Inc.

By: 

Anthony W. Palma,  
Vice President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of FORMALITIES, INC..

B&C Corporate Services of  
Central Florida, Inc.

By: 

Anthony W. Palma,  
Vice President

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA