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LAW OFFICES
Rubino, Pepler & Associates
PROFESSIONAL ASSOCIATION

Catherine E. Green
Thomas R. Pepler
Nicholas J. Rubino

*Florida Board Certified
Wills, Trusts and Estates Attorney

Of Counsel
John M. Campbell

159 Lookout Place
Suite 101
Maitland, Florida 32751
Telephone (407) 647-PLAN
Facsimile (407) 647-7889

November 13, 1996

Florida Department of State
Corporate Records Division
P.O. Box 6327
Tallahassee, FL 32314

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****122.50 ****122.50

Re: PIN-CENTIVES, INC.

Dear Sir:

Enclosed for filing are the Articles of Incorporation for the above corporation, as well as the Certificate Designating Registered Office and Registered Agent. I have enclosed my firm's check in the amount of \$122.50 for filing fee. Please file the Articles of Incorporation effective November 15, 1996, and return a certified copy of the Articles to me at the above address.

Thank you for your attention to this matter.

Sincerely,

EFFECTIVE DATE

11-22-96

RUBINO, PEPPLER & ASSOCIATES

Susy Linger
Susy Linger, Paralegal
to Nicholas J. Rubino

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~~11/16~~ ~~241600~~

shl
Enclosure
cc: Mr. Stanley Strauss

Dmc
11/26/96

FILED
96 NOV 26 AM 9:22
TALLAHASSEE, FLORIDA

Catherine E. Green
Thomas R. Pepler
Nicholas J. Rubino

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159 Lookout Place
Suite 101
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Facsimile (407) 647-7889

November 22, 1996

Florida Department of State
Corporate Records Division
P.O. Box 6327
Tallahassee, FL 32314

Re: PIN-CENTIVES, INC.

Dear Sir:

As per your letter number 996A00052870, enclosed please find the Articles of Incorporation reflecting corporate existence effective November 22, 1996 for the above corporation. After filing please return a certified copy of the Articles to me at the above address.

Thank you for your attention to this matter.

Sincerely,

RUBINO, PEPPLER & ASSOCIATES

Susy Linger
Susy Linger, Paralegal
to Nicholas J. Rubino

shl
Enclosure

NOV 26 1996 *BSB*

FILED

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PIN-CENTIVES, INC.**

The undersigned, being of legal age and competent to contract, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

**ARTICLE I.
NAME**

The name of this Corporation shall be:

PIN-CENTIVES, INC.

EFFECTIVE DATE
11-22-96

**ARTICLE II.
COMMENCEMENT OF CORPORATE EXISTENCE**

This Corporation shall commence corporate existence upon November 22, 1996, and shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE III.
PURPOSES AND GENERAL POWERS**

The general purpose of this Corporation shall be to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Florida. This Corporation shall have all of the powers enumerated in the General Corporation Law of Florida, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law.

**ARTICLE IV.
CAPITAL STOCK**

A. Number and Class of Shares Authorized; Par Value.

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

Number of Shares Autho- rized	Par Value Per Share	Class of Stock
5,000	\$1.00	Common - Voting
5,000	\$1.00	Common - Non Voting

The consideration for all of the above stock shall be payable in cash, property (tangible and intangible), labor or services in lieu of cash, unless otherwise prohibited by law; at a just valuation to be fixed by the Board of Directors of the Corporation.

B. Voting Rights.

5,000 Shares of the Common Stock shall possess and exercise exclusive voting rights and at all meetings of the Shareholders, each record holder of such stock shall be entitled to one (1) vote for each share held. Shareholders holding Common Stock with voting rights shall have no cumulative voting rights in any election of directors of the Corporation.

5,000 Shares of the Common Stock shall be non-voting stock.

**ARTICLE V.
PRINCIPAL BUSINESS OFFICE**

The principal business office of this corporation shall be located at:

2111 E. Michigan Street
Orlando, Florida 32806

**ARTICLE VI.
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered agent and the initial registered office of this Corporation shall be:

Nicholas J. Rubino, Esquire
159 Lookout Place, Suite 101
Maitland, Florida 32751

The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of this Articles of Incorporation.

ARTICLE VII. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as Incorporator shall be:

Nicholas J. Rubino, Esquire
159 Lookout Place, Suite 101
Maitland, Florida 32751

VIII. BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time as provided in the Bylaws. Directors may be removed without cause. The name and street address of the initial directors shall be:

Stanley Strauss
3626 Gatewood Drive
Orlando, Florida 32812

ARTICLE IX. BYLAWS

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the bylaws shall be vested in the Board of Directors.

ARTICLE X. INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all of its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

**ARTICLE XI.
CONFLICTS OF INTEREST**

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are the directors or officers of, such other corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation that shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

**ARTICLE XII.
LIMITED LIABILITY OF SHAREHOLDERS**

The private property of the shareholders shall not be subject to payment of the Corporation's debts to any extent.

**ARTICLE XIII.
AMENDMENT**

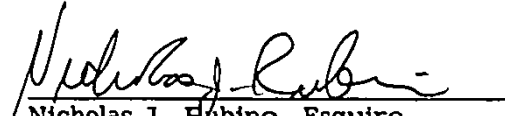
This Corporation reserves the right to amend or repeal any provisions contained in this Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE XIV.
HEADINGS AND CAPTIONS**

The headings or captions of these various articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation under the laws of the State of Florida to do business both within and without the State of Florida, hereby makes and files this Articles of Incorporation, declaring and certifying that the facts stated


herein are true, and hereby subscribes thereto and hereunto sets his hand and seal
this 31st day of October, 1996.



Nicholas J. Rubino, Esquire
Incorporator

STATE OF FLORIDA
COUNTY OF

The foregoing Articles of Incorporation was acknowledged before me by
Nicholas J. Rubino, who is personally known to me this 31st day of October, 1996.



Notary Public
My Commission Expires:

(Notarial Seal)



CATHERINE E GREEN
My Commission CC488779
Expires Aug. 15, 1999

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED

96 NOV 26 AM 9:22

TALLAHASSEE, FLORIDA

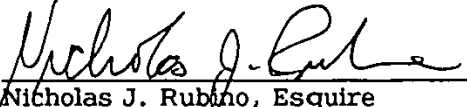
In compliance with Section 48.091, Florida Statutes, the following is submitted:

PIN-CENTIVES, INC., desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 159 Lookout Place, Suite 101, Maitland, Florida 32751, has named and designated **NICHOLAS J. RUBINO, ESQUIRE** as its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

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

Dated this 31st day of October, 1996.



Nicholas J. Rubino, Esquire
Registered Agent