

P96000/02292

**CAPITAL CONNECTION, INC.**

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME \_\_\_\_\_

FIRM \_\_\_\_\_

ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

AL DEC 19 1996

FILED

96 DEC 19 AM 11:26

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

REQUEST TAKEN CONFIRMED APPROVED  
DATE \_\_\_\_\_  
TIME \_\_\_\_\_ CK No. \_\_\_\_\_  
BY AAA \_\_\_\_\_

WALK-IN Will Pick Up 12/19/20

RE: milano collection corp

	C.C. FEE.	DISBURSED
Capital Express™		
Art. of Inc. File		
Corp. Record Search		
Ltd. Partnership File		
Foreign Corp. File		
( ) Cert. Copy(s)		
Art. of Amend. File		
Dissolution/Withdrawal		
C U S-		
Fictitious Name File		
Name Reservation	12/19/96 01050-0075	
Annual Report/Reinstatement	****122.50 ****122.50	
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 File		
UCC 11 Search		
UCC 11 Retrieval		
File No.'s, Copies		
Courier Service		
Shipping/Handling		
Phone ( )		
Top Priority		
Express Mail Prep.		
FAX ( ) pgs.		

SUBTOTALS \_\_\_\_\_

RECEIVED  
DEC 19 4 10 PM '96  
POSITION

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 18% per Annum.

THANK YOU  
from  
Your Capital Connection

ARTICLES OF INCORPORATION

OF

MILANO COLLECTION, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is: MILANO COLLECTION, INC. The principal office of the Corporation is 200 East Robinson Street, Suite 500, Orlando, Florida 32801.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Capital Stock. The aggregate number of shares which the Corporation shall have authority to issue is Ten Thousand (10,000) shares at a par value of \$0.01 per share.

Article 5. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 200 East Robinson Street, Suite 500, Orlando, Florida 32801 and the name of the initial Registered Agent at that address is Florida Corporate Support, Inc.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of the initial Directors of the Corporation are as follows:

James K. Edo  
200 East Robinson Street  
Suite 500  
Orlando, Florida 32801

Article 7. Incorporators. The name and address of each Incorporator is as follows: G. Steven Brown, 200 East Robinson Street, Suite 500, Orlando, Florida 32801.

Article 8. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 9. Preemptive Rights. Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

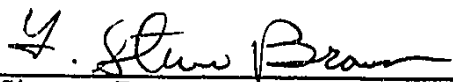
A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

Article 10. Bylaws. The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 18th day of December, 1996.

  
G/Steven Brown

STATE OF FLORIDA)  
COUNTY OF ORANGE)

Before me personally appeared G. STEVEN BROWN, 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 to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 18th day of December, 1996.

Theresa J. Strickland  
Notary Public, State of Florida at Large

Theresa J. Strickland  
Typed Name of Notary Public

Commission No.: CC 371101

(NOTARY SEAL)

THERESA J. STRICKLAND  
Notary Public, State of Florida  
My Comm. Expires July 16, 1998  
Comm. No. CC371101

ACCEPTANCE BY REGISTERED AGENT

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby accepts the appointment as Registered Agent of MILANO COLLECTION, INC. which is contained in the foregoing Articles of Incorporation. I am familiar with and accept the obligations of Section 607.0505 F.S.

DATED this 18th day of December, 1996.

FLORIDA CORPORATE SUPPORT, INC.

By: G. Steven Brown  
G. Steven Brown, as  
Assistant Secretary

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