

# 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

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

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

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

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

RECEIVED

97 JAN 28 PM 2:12

DIVISION OF CORPORATION

REQUEST TAKEN CONFIRMED APPROVED

DATE \_\_\_\_\_

TIME \_\_\_\_\_ CK No. \_\_\_\_\_

BY AMP Joe JA

WALK-IN Will Pick Up 1228311

RE: Orlando Celebration,

Inc.

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 - PS  
Fictitious Name File

Name Reservation  
Annual Report/Reinstatement  
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

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, 10% per Annum.

THANK YOU  
from  
Your Capital Connection

**ARTICLES OF INCORPORATION  
OF  
ORLANDO CELEBRATION, INC.**

FILED  
97 JAN 28 PM 3:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I NAME OF CORPORATION

The name of the corporation shall be: **ORLANDO CELEBRATION, INC.**

ARTICLE II DURATION

The duration of the corporation shall be perpetual, commencing as of the date of filing of these Articles.

ARTICLE III PURPOSE

The general purposes for which the corporation is formed are as follows:

A. To transact any and all lawful business for which corporations may be formed under the Florida Corporation Act.

B. To do such other things as are incidental to the foregoing or necessary or desirable to accomplish the purposes for which the corporation is formed.

ARTICLE IV CAPITAL STOCK

A. The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding at any time is ONE THOUSAND (1,000) shares of common stock having a par value of ONE (1) DOLLAR, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing of value, in the judgment of the board of directors, at least equivalent to the full value of the stock so issued, and when so

issued shall become and be fully paid and non-assessable, the same as though paid for in cash.

The directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Articles.

#### ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The street (mailing) address of the initial principal and registered office of the corporation shall be 750 N. Maitland Avenue, Maitland, Florida 32751. The name of the registered agent at that address shall be: Randall C. Smith.

#### ARTICLE VI INITIAL DIRECTORS

The corporation shall have a minimum of one (1) and a maximum of five (5) directors initially. The number of directors may be increased or decreased from time to time by the by-laws but shall never be less than one (1). The names and street addresses of the initial director of the corporation, who shall hold office for the first year the corporation is in existence or until his successor or successors are elected or appointed and have qualified, is as follows:

<u>Name</u>	<u>Street Address</u>
Marjorie G. Kuehn	750 N. Maitland Avenue Maitland, Florida 32751

#### ARTICLE VII INCORPORATOR

The name and address of the incorporator to these Articles is as follows: Marjorie G. Kuehn, 750 N. Maitland Avenue, Maitland, Florida 32751.

ARTICLE VIII BY-LAWS

The shareholders of this corporation shall have the sole power to establish, enact, alter, and repeal by-laws for the management of the corporation, and the duties of the officers of the corporation shall be as prescribed by such by-laws.

ARTICLE IX PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the right, upon the sale (for cash or otherwise) of any new stock of the corporation or of stock held by the corporation in its treasury or otherwise, whether or not of the same kind, class or series as that which such shareholder then holds, to purchase his or her pro-rata or any other share of stock at the same price at which it is sold to others.

ARTICLE X AMENDMENT

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

IN WITNESS WHEREOF, the undersigned incorporator has set her hand and seal this

27 day of January, 1997.

Marjorie G. Kuehn  
Marjorie G. Kuehn

Marjorie is personally known to me ☐  
or produced I.D. ☒ and did ☐ OR  
did not ☒ take an oath.  
Type and Number of I.D. produced:

STATE OF FLORIDA )

ss:

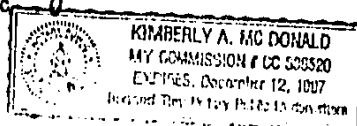
COUNTY OF ORANGE )

FDL-KS00547477450

Before me the undersigned officer, on this 27 day of January, 1997, personally appeared Marjorie G. Kuehn, personally well known to me or satisfactorily identified by production of a Florida drivers license to be the person who executed the foregoing Articles, and who acknowledged before me that she executed the same freely and voluntarily for the purposes therein expressed and, under the penalties of perjury, that the contents thereof are true to the best of her knowledge, information, and belief.

[Seal]

Kimberly McDonald  
Notary Public



**CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE  
FOR SERVICE OF PROCESS WITHIN THIS STATE,  
NAME OF REGISTERED AGENT UPON WHICH  
PROCESS MAY BE SERVED**

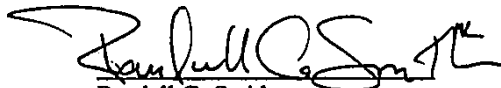
FILED  
97 JAN 28 PM 3:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This certificate is submitted in compliance with F. S. §§ 48.091 and 607.0501(3):

**ORLANDO CELEBRATION, INC.**, desiring to organize as a corporation under the laws of the State of Florida, with its principal office as indicated in its Articles of Incorporation in the City of Maitland, County of Orange, State of Florida, names the following person as its Registered Agent to accept service of process within this State: Randall C. Smith, 750 N. Maitland Avenue, Maitland, Orange County, Florida 32751.

Acknowledgment

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, I hereby state that I am familiar with and accept the obligations of the position, and that I agree to act in this capacity and to comply with the provisions of the said statute relative to keeping open said office.

  
Randall C. Smith  
750 N. Maitland Avenue  
Maitland, Florida 32751