

P97000020088

Richard R. Manil, Jr.
753 Julian Street
Winter Park, FL 32789

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

February 22, 1997

To Whom it May Concern :

I have submitted an original form of my
Articles of Incorporation, two copies, and a check for
\$70.00 to cover filing fees. Upon receipt
of these materials, please send an acknowledgement
or certified copy of the Articles to the Corporation's
mailing address. Thank you.

Sincerely,

Richard R. Manil, Jr.

100002099491--8
-02/27/97--01017--003
*****70.00 *****70.00

FILED
97 FEB 27 PM 9
TALLAHASSEE, FLORIDA

2-5-97

ARTICLES OF INCORPORATION
OF
PHILOSOPHY OF CHANCE, INC.

Article I

Name

The name of the corporation is Philosophy of Chance, Inc.

Article II

Duration

The corporation shall have a perpetual existence.

Article III

Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Address

The principal place of business of this corporation shall be:

P.O. Box 1814
Winter Park, Florida 32790

FILED
97 FEB 27 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The mailing address of this corporation shall be:

P.O. Box 1814
Winter Park, Florida 32790

Article V

Capital Stock

The corporation is authorized to issue One Hundred (100) shares of common stock.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is c/o Gunster, Yoakley, Valdes-Fauli & Stewart, P.A., 500 E. Broward Boulevard, Suite 1400, Ft. Lauderdale, Florida 33394, and the name of the initial registered agent of this corporation at the address is Michael W. Marcil. Pursuant to Florida Statute 607.0501(3), a written acceptance is attached.

Article VII

Initial Board of Directors

The corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are listed below:

Richard R. Marcil, Jr. P.O. Box 1814
Winter Park, Florida 32790

Christopher Lukas P.O. Box 1814
Winter Park, Florida 32790

Debbie Rubens P.O. Box 1814
Winter Park, Florida 32790

Article VIII

Incorporators

The names and addresses of the persons signing these Articles are:

Richard R. Marcil, Jr. P.O. Box 1814
Winter Park, Florida 32790

Christopher Lukas P.O. Box 1814
Winter Park, Florida 32790

Debbie Rubens P.O. Box 1814
Winter Park, Florida 32790

Article IX

Powers

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article X

Indemnification

This Corporation shall indemnify its directors and officers, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented, from and against any and all claims, demands, losses, costs, expenses, obligations, liabilities, damages, recoveries and deficiencies, including interest, penalties, and reasonable attorney's fees, embracing but not limited to those incurred in defending a claim, action, suit, proceeding, whether civil, criminal, administrative or investigative, as well as appeals, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings; and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office; and shall continue as to a person who has ceased to be a director, officer, employee or agent; and shall inure to the benefit of the heirs, executors and administrators of such a person; and an adjudication of liability shall not affect the right to indemnification for those indemnified.

Article XI

Amendment

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

Article XII

Bylaws

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

Richard R. Marcil, Jr.

Richard R. Marcil, Jr.
Incorporator and Director

Christopher Lukas

Christopher Lukas
Incorporator and Director

Debbie Rubens

Debbie Rubens
Incorporator and Director

DATED: This 30th day of January, 1997

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Philosophy of Chance, Inc., a Florida corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, on behalf of the Corporation, hereby state I am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

By: *Michael W. Marcil*
Michael W. Marcil

0050222.01

FILED
97 FEB 27 AM 9:57
SEC. OF STATE
TALLAHASSEE, FLORIDA