

P97000044661

LAW OFFICES
CUNNINGHAM, ALBRITTON, MILLER, HEFFERNAN
CRIMELLA & HAMILTON, P.A.

2975 OVERSEAS HIGHWAY
P.O. Box 500938
MARATHON, FLORIDA 33050-0938
(305) 743-9427
FAX: (305) 743-8800

RALPH E. CUNNINGHAM, JR., RETIRED
LAWRENCE E. ALBRITTON
ROBERT K. MILLER

WILLIAM J. HEFFERNAN, JR.
MICHAEL L. CRIMELLA
SHARON I. HAMILTON

May 14, 1997

400002181704--0
-05/16/97--01096--018
****122.50 ****122.50

State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Attn: New Filings

RE: AFTER YOU, INC.
Our File No. 97-M-32

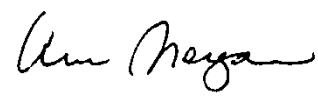
Dear Corporation Specialist:

Enclosed please find the original and one copy of the Articles of Incorporation for filing with the State of Florida, in regards to the above referenced new corporation.

Also enclosed is our check payable to the Secretary of State in the amount of \$122.50 for the filing fee.

Thank you for your assistance in this matter.

Sincerely,



Ann Morgan
Secretary to
Robert K. Miller

/ksm
Enclosures

FILED
97 MAY 16 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FL



FILED
97 MAY 16 PM 1:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
of
AFTER YOU, INC.

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I - NAME.

The name of this corporation is AFTER YOU, INC.

ARTICLE II - PURPOSE.

The corporation is organized for the purposes of conducting any and all lawful business enterprises permitted under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK.

This corporation is authorized to issue one hundred (100) shares of stock having no par value.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT.

The street address of the initial registered office of this corporation is:

2975 Overseas Highway,
Marathon, FL 33050

and the name of the initial registered agent of this corporation at that address is:

ROBERT K. MILLER, ESQ.

ARTICLE V - BOARD OF DIRECTORS.

This corporation shall have one director initially. The number of directors may be

Increased from time to time by the bylaws. The name and address of the initial director is:

Jasper M. Maxwell
9102 Aviation Boulevard
Marathon, FL 33050

ARTICLE VI - INCORPORATORS.

The name and address of the person signing these Articles is:

Jasper M. Maxwell
9102 Aviation Boulevard
Marathon, FL 33050

ARTICLE VII - CORPORATE OFFICE.

The corporate office of the corporation shall initially be located at 9102 Aviation Boulevard, Marathon, Monroe County, Florida 33050.

ARTICLE VIII - INDEMNIFICATION.

This corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE IX - AMENDMENT.

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendments hereto.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 13th day of May, 1997.


JASPER M. MAXWELL
Incorporator/ Director

STATE OF FLORIDA)
) SS:
COUNTY OF MONROE)

ACKNOWLEDGMENT

The foregoing instrument was acknowledged before me this 13th day of May, 1997,
by JASPER M. MAXWELL, who is personally known to me.

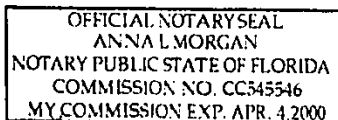
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal
in the State and County aforesaid this 13th day of May, 1997.



NOTARY PUBLIC, State of Florida

My commission expires:

Anna L. Morgan



CERTIFICATE

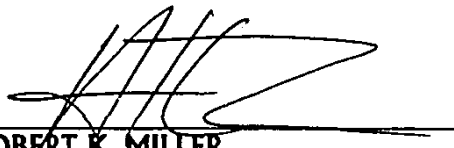
Designating place of business or domicile for the service of process within
Florida, naming agent upon whom process may be served, in compliance with Section
48.091, Florida Statutes, the following is submitted:

FIRST: AFTER YOU, INC.. desiring to organize or qualify under the laws of
the State of Florida, with its principal place of business at 9102 Aviation Boulevard,
Marathon, Florida has named ROBERT K. MILLER, ESQ., 2975 Overseas Highway,
Marathon, Florida 33050 as its agent to accept service of process with Florida.



JASPER M. MAXWELL
Incorporator/Director

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.


ROBERT K. MILLER
Registered Agent

Dated: May 13, 1997.

FILED
97 MAY 16 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA