

P97000047818

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

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-06/02/97--01068--012
*****70.00 *****70.00

Dear Sir/Madam:

Enclosed please find an original and one copy of the articles of incorporation of Physical Planet, Inc.. A check for \$70.00 is enclosed for the filing fee.

Please return a file copy in the self-addressed stamped envelope enclosed.

Sincerely,



Athey & Company, Inc.

FILED
97 MAY 30 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

enc 5/30/97

I. NAME

The name of the corporation shall be: Physical Planet, Inc.

II. PRINCIPAL OFFICE

The principal office shall be: 427 Lake Howell Road
Maitland, Florida 32751

III. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Secretary of State. This corporation's duration shall be perpetual.

IV. PURPOSE

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of the State of Florida and the United States of America.

V. CAPITAL STOCK

This corporation shall have the authority to issue 1,000 shares at \$1.00 par value common capital stock.

VI. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

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VII.

TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions
Imposed By This Corporation's Articles Of Incorporation. A Copy Of
Which Is On File At This Corporation's Principal Office."

VIII.

INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's initial Board of Directors shall be one. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board of Directors are:

Eric M. White
300 Sheoah Blvd #506
Winter Springs, Florida 32708

IX.

INDEMNIFICATION

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

X.

INITIAL REGISTERED OFFICE & AGENT

The office of the corporation's initial registered office shall be:

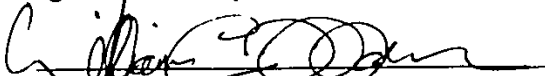
827 Menendez Court
Orlando, FL 32801

The name of the individual who shall serve as this corporation's initial registered agent at that address is:

William C. Malone, IV

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


William C. Malone, IV

XI.

INCORPORATOR

The name and address of the individual who shall serve as this corporation's Incorporator is:

Eric M. White
300 Sheoah Blvd #506
Winter Springs, Florida 32708

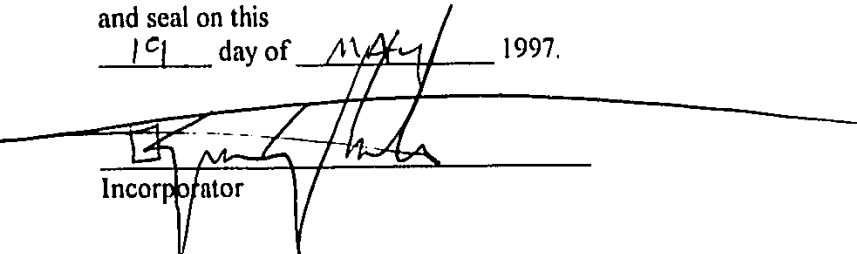
XII.

AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal on this

19 day of May 1997.

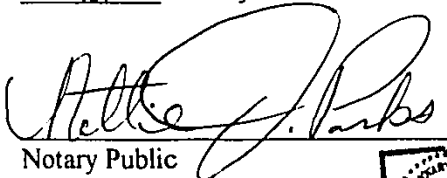

Incorporator

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TALLAHASSEE, FLORIDA

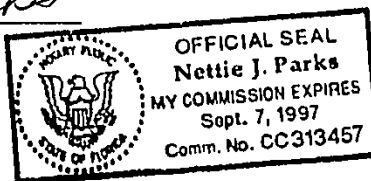
State of Florida
County of Seminole

I hereby certify that on this day, before me, an officer duly authorized in ~~Orange~~ Seminole County, Florida, to take acknowledgments, appeared Eric M. White personally known to me to be the person described in and who executed the foregoing instrument and who acknowledged before me executing the same.

Witness my hand and official seal, on this 19th day of May, 1997, in Seminole County Florida.


Notary Public

Commission Expiration Date:
(Seal)



"IDENTIFICATION PROVIDED,
FLDL W300-213-62-409-0
(S)HE DID/DID NOT TAKE AN OATH".

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TALLAHASSEE, FLORIDA