

P917000070110

30 West 1st Street  
 P.O. Box 26115  
 Baton Rouge, LA 70801

City/State/Zip Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
2. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #) 400002253814--0  
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
 97 AUG 11 PM 12:21  
 TALLAHASSEE, FLORIDA  
 SECRETARY OF STATE

8/13/97

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 1, 1997

RICHARD DIBENEDETTO  
P.O. BOX 061175  
PALM BAY, FL 32906

SUBJECT: CATHY'S FLOWERS & THINGS  
Ref. Number: W97000017799

We have received your document for CATHY'S FLOWERS & THINGS and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Dana Calloway  
Document Specialist

Letter Number: 997A00039327

**ARTICLES OF INCORPORATION**

**OF**

**CATHY'S FLOWERS & THINGS, INC.**

FILED  
97 AUG 11 PM 12:21  
SEC  
TALLAHASSEE FLORIDA

THE UNDERSIGNED SUBSCRIBER TO THESE ARTICLES OF INCORPORATION, A  
NATURAL PERSON(S) COMPETENT TO CONTRACT, DO HEREBY ASSOCIATE THEMSELVES,  
THEIR ASSOCIATES AND ASSIGNS, TO BECOME A CORPORATION UNDER THE LAWS OF  
THE STATE OF FLORIDA AND DO HEREBY ACCEPT ALL OF THE RIGHTS AND PRIVILEGES,  
BENEFITS AND OBLIGATIONS CONFERRED AND IMPOSED BY SAID LAWS AND DO  
HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION AS THE CHARTER OF  
THE CORPORATION HEREBY ORGANIZED.

**ARTICLE I**

THE NAME OF THE CORPORATION SHALL BE CATHY'S FLOWERS & THINGS, INC.

**ARTICLE II**

THE GENERAL NATURE OF THE BUSINESS OR BUSINESSES TO BE TRANSACTED IS  
AS FOLLOWS:

**SECTION I**

a) MANUFACTURING, BUYING, SELLING, SERVICING OR OTHERWISE DEALING OR  
TRADING IN FURNITURE, FIXTURES, FURNISHINGS, FLOWERS, AND OTHER  
KINDS OF GOODS, WARES AND MERCHANDISE WITH ALL THE USUAL AND  
NECESSARY SERVICES FOR ITSELF AND OTHERS.

b) MANUFACTURE, PURCHASE, OR OTHERWISE ACQUIRE, AND TO OWN,  
MORTGAGE, PLEDGE, SELL, ASSIGN, TRANSFER OR OTHERWISE DISPOSE OF,  
AND TO INVEST IN, TRADE IN, AND DEAL IN GOODS, WARES, MERCHANDISE,  
PERSONAL PROPERTY AND SERVICES OF EVERY CLASS, KIND AND  
DESCRIPTION.

c) EXCEPTIONS: THAT IS NOT TO CONDUCT IN BANKING, SAFE DEPOSIT, TRUST  
INSURANCE, SURETY, EXPRESS, RAILROAD, CANAL, TELEGRAPH, TELEPHONE,  
CEMETERY COMPANY, BUILDING AND LOAN ASSOCIATION, MUTUAL FIRE  
INSURANCE ASSOCIATION, COOPERATIVE ASSOCIATION, FRATERNAL  
BENEFIT SOCIETY, STATE FAIR OR EXPOSITION.

SECTION II

THE CORPORATION SHALL HAVE POWER TO ACT AS BROKER, AGENT OR FACTOR FOR ANY PERSON, FIRM OR CORPORATION.

SECTION III

TO PURCHASE, LEASE OR OTHERWISE ACQUIRE REAL AND PERSONAL PROPERTY AND LEASEHOLDS THEREOF AND INTERESTS THEREIN, AND TO OWN, HOLD, MANAGE, DEVELOP, IMPROVE, EQUIP, MAINTAIN, AND OPERATE, AND TO SELL, CONVEY, EXCHANGE, LEASE OR OTHERWISE ALIENATE AND DISPOSE OF, AND TO MORTGAGE, PLEDGE OR OTHERWISE ENCUMBER ANY AND ALL SUCH PROPERTY AND ANY AND ALL LEGAL AND EQUITABLE RIGHTS THEREUNDER AND INTERESTS THEREIN.

SECTION IV

TO BORROW OR RAISE MONEY FOR ANY OF THE PURPOSES OF THE CORPORATION, AND FROM TIME TO TIME WITHOUT LIMIT AS TO AMOUNT, TO DRAW, MAKE, ACCEPT, ENDORSE, EXECUTE AND ISSUE PROMISSORY NOTES, DRAFTS, BILLS OF EXCHANGE, WARRANTS, BONDS, DEBENTURES AND OTHER NEGOTIABLE AND NON-NEGOTIABLE INSTRUMENTS AND EVIDENCES OF INDEBTEDNESS, AND TO SECURE PAYMENT THEREOF AND ANY INTEREST THEREIN BY MORTGAGE, PLEDGE, CONVEYANCE, OR OTHER ASSIGNMENT IN TRUST, IN WHOLE OR IN PART, OF THE CORPORATION, REAL, PERSONAL OR MIXED, INCLUDING CONTRACT RIGHTS, WHETHER AT THE TIME OWNED OR THEREAFTER ACQUIRED.

SECTION V

TO GUARANTEE, ENDORSE, PURCHASE, HOLD, SELL, TRANSFER, MORTGAGE, PLEDGE OR OTHERWISE ACQUIRE OR DISPOSE OF THE SHARES OF THE CAPITAL STOCK, OF/OR ANY BONDS, SECURITY, OR OTHER EVIDENCE OF INDEBTEDNESS CREATED BY ANY OTHER CORPORATION OF THE STATE OF FLORIDA OR ANY OTHER STATE OR GOVERNMENT, AND WHILE OWNER OF SUCH STOCK TO EXERCISE ALL THE RIGHTS, POWERS, AND PRIVILEGES OF OWNERSHIP, INCLUDING THE RIGHT TO VOTE SUCH STOCK.

#### SECTION VI

TO ENTER INTO, MAKE, PERFORM, AND CARRY OUT CONTRACTS AND ARRANGEMENT OF EVERY SORT AND KIND WHICH MAY BE NECESSARY OR CONVENIENT FOR THE BUSINESS OF THE CORPORATION OR BUSINESS OF A SIMILAR NATURE, WITH ANY PERSON, FIRM, CORPORATION, ASSOCIATION OR SYNDICATE, OR ANY PRIVATE, PUBLIC OR MUNICIPAL BODY POLITIC EXISTING UNDER THE GOVERNMENT OF THE UNITED STATES OR ANY STATE, TERRITORY, COLONY OR DEPENDENCY THEREOF OR FOREIGN GOVERNMENT SO FAR AS OR TO THE EXTENT THAT THE SAME MAY BE DONE OR PERFORMED PURSUANT TO LAW.

#### SECTION VII

TO ENTER INTO, OR BECOME A PARTNER IN, ANY AGREEMENT FOR SHARING PROFITS, UNION OF INTERESTS, CORPORATION, JOINT-VENTURE OR OTHERWISE, WITH ANY PERSON, FIRM OR CORPORATION NOW CARRYING ON OR ABOUT TO CARRY ON ANY BUSINESS WHICH THIS CORPORATION HAS THE DIRECT OR INCIDENTAL AUTHORITY TO PURSUE.

#### SECTION VIII

TO INCLUDE IN ITS BY-LAWS ANY REGULATORY OR RESTRICTIVE PROVISIONS RELATING TO THE PROPOSED SALE, TRANSFER OR OTHER DISPOSITION OF ANY OF ITS OUTSTANDING STOCK BY ANY OF ITS STOCKHOLDERS OR IN THE EVENT OF THE DEATH OF ANY OF ITS STOCKHOLDERS. THE MANNER AND FORM, AS WELL AS ALL RELEVANT TERMS, CONDITIONS AND DETAILS HEREOF SHALL BE DETERMINED BY THE STOCKHOLDERS OF THIS CORPORATION; PROVIDED, HOWEVER THAT NO SUCH REGULATORY OR RESTRICTIVE PROVISIONS SHALL AFFECT THE RIGHTS OF THIRD PARTIES WITHOUT ACTUAL KNOWLEDGE THEREOF, UNLESS SUCH PROVISION SHALL BE NOTED UPON THE CERTIFICATE EVIDENCING THE OWNERSHIP OF SAID STOCK.

#### SECTION IX

IN GENERAL, TO DO ANY AND ALL OF THE ACTS AND THINGS HEREIN SET FORTH TO THE SAME EXTENT AS NATURAL PERSONS COULD DO AND IN ANY PART OF THE WORLD, AS PRINCIPAL, FACTOR, AGENT, CONTRACTOR, BROKER OR OTHERWISE, EITHER ALONE OR IN COMPANY WITH ANY CORPORATION, ASSOCIATION, PARTNERSHIP, FIRM, TRUSTEE, SYNDICATE, ENTITY OR INDIVIDUAL; TO ESTABLISH ONE OR MORE OFFICES, BOTH WITHIN THE STATE OF FLORIDA AND ANY PART OR PARTS OF THE WORLD, AT WHICH MEETINGS OF DIRECTORS MAY BE HELD AND ALL OR PART OF THE CORPORATION'S BUSINESS MAY BE CONDUCTED; AND TO EXERCISE ALL OR ANY OF ITS CORPORATE POWERS AND RIGHTS IN THE STATE OF FLORIDA AND IN ANY AND ALL OTHER STATES, TERRITORIES, DISTRICTS, DEPENDENCIES, COLONIES OR POSSESSIONS IN THE UNITED STATES OF AMERICA AND IN ANY FOREIGN COUNTRIES.

#### SECTION X

TO ELECT TO COME WITHIN THOSE PROVISIONS OF FLORIDA LAW PERTAINING TO CLOSE CORPORATIONS BY FILING A WRITTEN CONSENT, SIGNED BY ALL THE STOCKHOLDERS, WITH THE SECRETARY OF THE CORPORATION AS PART OF THE CORPORATE RECORDS.

#### SECTION XI

TO DO EVERYTHING NECESSARY, PROPER, ADVISABLE, OR CONVENIENT FOR THE ACCOMPLISHMENT OF ANY OF THE PURPOSES OF THE ATTAINMENT OF ANY OF THE OBJECTS OR THE FURTHERANCE OF ANY OF THE POWERS HEREIN SET FORTH, AND TO DO EVERY OTHER ACT AND THING INCIDENTAL THERETO OR CONNECTED THEREWITH, TO THE EXTENT PERMITTED BY LAW.

### ARTICLE III

THE AMOUNT OF CAPITAL STOCK AUTHORIZED SHALL CONSIST OF ONE HUNDRED (100) SHARES OF COMMON STOCK HAVING NO PAR VALUE. THE CAPITAL STOCK OF THE CORPORATION MAY AT ANY TIME BE INCREASED OR DECREASED AS PROVIDED BY THE LAWS OF FLORIDA.

#### ARTICLE IV

THE AMOUNT OF CAPITAL WITH WHICH THIS CORPORATION WILL BEGIN BUSINESS IS NOT LESS THAN FIVE HUNDRED (\$500.00) DOLLARS.

#### ARTICLE V

THE PRINCIPAL PLACE OF BUSINESS OF THIS CORPORATION SHALL BE 360 THOR AVENUE, SE , PALM BAY, FLORIDA 32909 OR AT SUCH OTHER PLACES OF BUSINESS, BOTH WITHIN AND WITHOUT THE STATE OF FLORIDA, AND IN FOREIGN COUNTRIES AS MAY BE NECESSARY OR CONVENIENT. AS FROM TIME TO TIME BE FIXED BY THE BOARD OF DIRECTORS.

#### ARTICLE VI

THIS CORPORATION SHALL HAVE PERPETUAL EXISTENCE.

#### ARTICLE VII

THE NAMES AND POST OFFICE ADDRESSES OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS, WHO, UNLESS OTHERWISE PROVIDED BY THE BY-LAWS, SHALL HOLD OFFICE FOR THE FIRST YEAR OF EXISTENCE OF THE CORPORATION OR UNTIL SUCCESSORS ARE ELECTED AND HAVE QUALIFIED ARE:

RICHARD DIBENEDETTO      360 THOR AVENUE, SE  
PALM BAY, FL 32909

#### ARTICLE VIII

ALL OF SAID DIRECTORS ARE AT LEAST TWENTY-ONE (21) YEARS OF AGE AND ARE CITIZENS OF THE UNITED STATES.

#### ARTICLE IX

THIS CORPORATION INITIALLY SHALL HAVE ONE DIRECTOR. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY ACTION TAKEN IN ACCORDANCE WITH THE BY-LAWS OF THE CORPORATION.



ARTICLE X

THE NAMES AND POST OFFICE ADDRESSES OF THE FIRST OFFICERS WHO, UNLESS OTHERWISE PROVIDED BY THE BYLAWS, SHALL HOLD OFFICE FOR THE FIRST YEAR OF EXISTENCE OF THE CORPORATION OR UNTIL THEIR SUCCESSORS ARE ELECTED AND HAVE QUALIFIED.

MAILING ADDRESS

PRESIDENT	RICHARD R. DIBENEDETTO 360 THOR AVENUE, SE PALM BAY, FL 32909	PO BOX 061175 PALM BAY, FL 32906
SECRETARY/TREASURER	RICHARD R. DIBENEDETTO 360 THOR AVENUE, SE PALM BAY, FL 32909	PO BOX 061175 PALM BAY, FL 32906

ARTICLE XI

THE NAMES AND POST OFFICE ADDRESS OF EACH SUBSCRIBER OF THESE ARTICLES OF INCORPORATION ARE:

RICHARD DIBENEDETTO	360 THOR AVENUE, SE PALM BAY, FL 32909
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ARTICLE XII

FOR THE REGULATION OF THE BUSINESS AND FOR THE CONDUCT OF THE AFFAIRS OF THE CORPORATION, AND TO CREATE, DIVIDE, LIMIT, AND REGULATE THE POWERS OF THE CORPORATION, THE DIRECTORS AND THE STOCKHOLDERS, PROVISION IS MADE AS FOLLOWS:

SECTION I

GENERAL AUTHORITY IS HEREBY CONFERRED UPON THE BOARD OF DIRECTORS OF THE CORPORATION, EXCEPT AS THE STOCKHOLDERS MAY OTHERWISE FROM TIME TO TIME PROVIDE OR DIRECT, TO FIX THE CONSIDERATION FOR WHICH THE SHARE OF STOCK OF THE CORPORATION SHALL BE ISSUED AND DISPOSED OF, AND TO PROVIDE WHEN AND HOW SUCH CONSIDERATION SHALL BE PAID.



## SECTION II

MEETINGS OF THE INCORPORATORS OF THE STOCKHOLDERS AND OF THE DIRECTORS OF THE CORPORATION, FOR ALL PURPOSES MAY BE HELD AT ANY PLACE, EITHER INSIDE OR OUTSIDE THE STATE OF FLORIDA.

## SECTION III

ALL CORPORATE POWERS, INCLUDING THE SALE, MORTGAGE, HYPOTHECATION, AND PLEDGE OF THE WHOLE OR ANY PART OF THE CORPORATE PROPERTY, SHALL BE EXERCISED BY THE BOARD OF DIRECTORS, EXCEPT AS OTHERWISE PROVIDED BY LAW.

## SECTION IV

THE BOARD OF DIRECTORS SHALL HAVE POWER FROM TIME TO TIME TO FIX AND DETERMINE AND VARY THE AMOUNT OF THE WORKING CAPITAL OF THE CORPORATION AND DIRECT AND DETERMINE THE USE AND DISPOSITION OF ANY SURPLUS OR NET PROFITS OVER AND ABOVE THE CAPITAL STOCK PAID IN, AND IN ITS DISCRETION THE BOARD OF DIRECTORS MAY USE AND APPLY ANY SUCH SURPLUS OR ACCUMULATED PROFITS IN PURCHASING OR ACQUIRING BONDS OR OTHER OBLIGATIONS OF THE CORPORATION OR SHARES OF ITS OWN CAPITAL STOCK, TO SUCH EXTENT, IN SUCH A MANNER AND UPON SUCH TERMS AS THE BOARDS OF DIRECTORS SHALL DEEM EXPEDIENT, BUT ANY SHARES OF SUCH CAPITAL STOCK SO PURCHASED OR ACQUIRED MAY BE RESOLD UNLESS SUCH SHARES SHALL HAVE BEEN RETIRED IN THE MANNER PROVIDED BY LAW FOR THE PURPOSE OF DECREASING THE CORPORATIONS CAPITAL STOCK.

## SECTION V

THE BOARD OF DIRECTORS SHALL HAVE THE POWER OF FIXING THE COMPENSATION, BY WAY OF SALARIES AND/OR BONUSES, AND/OR PENSIONS, OF THE EMPLOYEES, THE AGENTS, THE OFFICERS, AND DIRECTORS, ALL OR EACH OF THEM, IN SUCH SUM AND FORM AND AMOUNT AS SEEMS REASONABLE IN AND BY THEIR DIRECTION.

#### SECTION VI

THE BOARD OF DIRECTORS MAY DESIGNATE FROM THEIR NUMBER AN EXECUTIVE COMMITTEE, WHICH SHALL, FOR THE TIME BEING, IN THE INTERVALS BETWEEN MEETINGS OF THE BOARD AND TO THE EXTENT PROVIDED BY THE BY-LAWS AND AUTHORIZED BY LAW, EXERCISE THE POWERS OF THE BOARD OF DIRECTORS IN THE MANAGEMENT OF THE AFFAIRS AND BUSINESS OF CORPORATION.

#### SECTION VII

ANY ONE OR MORE OF ALL OF THE DIRECTORS MAY BE REMOVED, EITHER WITH OR WITHOUT CAUSE, AT ANY TIME, BY THE VOTE OF THE STOCKHOLDERS HOLDING A MAJORITY FO STOCK ENTITLED TO VOTE OF THE CORPORATION, AT ANY SPECIAL MEETING, AND THEREUPON THE TERM OF EACH DIRECTOR OR DIRECTORS WHO SHALL HAVE BEEN SO REMOVED SHALL FORWITH TERMINATE, AND THERE SHALL BE A VACANCY OR VACANCIES IN THE BOARD OF DIRECTORS, TO BE FILLED AS PROVIDED BY THE BY-LAWS.

#### SECTION VIII

ANY OFFICER OF THE CORPORATION MAY BE REMOVED EITHER WITH OR WITHOUT CAUSE AT ANY TIME, BY VOTE OF A MAJORITY OF THE BOARD OF DIRECTORS.

#### SECTION IX

THE STOCKHOLDERS MAY, BY UNANIMOUS WRITTEN CONSENT FILED WITH THE SECRETARY OF THE CORPORATION AS PART OF THE CORPORATE RECORDS PROVIDE THAT THE BUSINESS OF THE CORPORATION SHALL BE MANAGED BY THE STOCKHOLDERS REATHER THAN BY A BOARD OF DIRECTORS.

#### SECTION X

NO CONTRACT OR OTHER TRANSACTION BETWEEN THE CORPORATION AND ANY OTHER CORPORATION SHALL BE AFFECTED OR INVALIDATED BY THE FACT THAT ANY ONE OR MORE OF THE DIRECTORS OR OFFICERS OF SUCH OTHER CORPORATIONS, NOR SHALL SUCH CONTRACT OR OTHER TRANSACTION BE AFFECTED BY THE FACT THAT THE DIRECTORS OR OFFICERS OF THE CORPORATION ARE PERSONALLY INTERESTED THEREIN. ANY DIRECTOR OR DIRECTORS, OFFICER OR OFFICERS, INDIVIDUALLY OR JOINTLY, MAY BE A PARTY OR PARTIES TO OR MAY BE INTERESTED IN ANY CONTRACT, ACT OR TRANSACTION OR IN ANY WAY CONNECTED WITH SUCH PERSON OR PERSONS, FIRM ASSOCIATION OR CORPORATION AND EACH AND EVERY PERSON WHO MAY BECOME A DIRECTOR OR OFFICER OF THIS CORPORATION IS HEREBY RELIEVED, AS FAR AS IS LEGALLY PERMISSIBLE, FROM ANY DISABILITY WHICH MIGHT OTHERWISE PREVENT HIM FROM CONTRACTING WITH THE CORPORATION FOR THE BENEFIT OF HIMSELF OR OF ANY FIRM, ASSOCIATION OR CORPORATION IN WHICH HE MAY BE IN ANY WAY INTERESTED.

#### SECTION XI

SUBJECT ALWAYS TO BY-LAWS MADE BY THE STOCKHOLDERS, THE BOARD OF DIRECTORS MAY MAKE BY-LAWS AND FROM TIME TO TIME ALTER, AMEND OR REPEAL ANY BY-LAWS, BUT ANY BY-LAWS MADE BY THE BOARD OF DIRECTORS MAY BE ALTERED OR REPEALED BY THE STOCKHOLDERS. DIRECTORS, PROPOSED BY THEM TO THE STOCKHOLDERS, AND APPROVED AT A STOCKHOLDERS MEETING BY A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON, UNLESS ALL THE DIRECTORS AND ALL THE STOCKHOLDERS SIGN A WRITTEN STATEMENT.

#### ARTICLE XII

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT OF THESE ARTICLES OF INCORPORATION BE MADE.

ARTICLE XIII

PURSUANT TO THE PROVISIONS OF SECTION 607.034 AND 607.037, FLORIDA STATUTES, I APPOINT CLAIR E. FLIEDER AS REGISTERED AGENT FOR CATHY'S FLOWERS & THINGS, INC. I HEREBY ACCEPT THE APPOINTMENT OF REGISTERED AGENT. I AM FAMILIAR WITH, AND ACCEPT THE OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE Clair E. Flieder

CLAIR E. FLIEDER  
303 MAGNOLIA AVENUE  
MERRITT ISLAND, FLORIDA 32952

ARTICLE XIV

THE PROVISIONS OF THIS CHARTER, AND EACH AND EVERY ARTICLE AND SECTION HEREOF, AND BY THE BY-LAWS OF THIS CORPORATION SHALL BE CONSIDERED A PART OF EVERY CONTRACT AND TRANSACTION TO WHICH THIS CORPORATION SHALL BE A PARTY. EVERY PERSON, ASSOCIATION, AND/OR CORPORATION DEALING WITH THIS CORPORATION IS HEREBY CHARGED WITH KNOWLEDGE AND NOTICE OF THIS CORPORATION.

I HEREBY CERTIFY THAT ON THIS DAY PERSONALLY APPEARED BEFORE ME, THE UNDERSIGNED RICHARD R. DIBENEDETTO TO ME WELL KNOWN AND KNOWN TO BE THE PERSON DESCRIBED IN AND WHO EXECUTED AND SUBSCRIBED THEIR NAME TO THE FOREGOING ARTICLES OF INCORPORATION, AND ACKNOWLEDGED BEFORE ME THAT HE EXECUTED SAID ARTICLES OF INCORPORATION FOR THE USES AND PURPOSES THEREIN EXPRESSED.

WITNESS MY HAND AND OFFICIAL SEAL AT MELBOURNE, FLORIDA

THIS 28<sup>th</sup> DAY OF July, 1997.

FILE  
97 AUG 11  
SECRET  
TALLAHASSEE

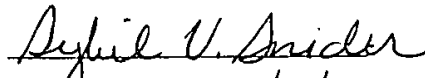
IN WITNESS WHEREOF, THE ABOVE-NAMED INCORPORATORS HAVE HEREUNTO  
SUBSCRIBED THEIR NAMES THIS 28<sup>th</sup> DAY OF July, 1997



RICHARD R DIBENEDETTO

STATE OF FLORIDA

COUNTY OF BREVARD

  
NOTARY PUBLIC 7/28/97

MY COMMISSION EXPIRES:



SYBIL V. SNIDER  
COMMISSION # CC 483308  
EXPIRES AUGUST 20, 1999  
BONDED THRU  
ATLANTIC SURETY CO., INC.

8/20/99