

P97000071663

ABRAMS, ANTON, ROBBINS, RESNICK & SCHNEIDER, P.A.

MAYNARD ABRAMS  
1916-1992

PAUL B. ANTON  
1927-1991

MILTON S. BLAUT X  
ALAN B. COHN X  
MAURICE M. GARCIA  
GENE K. GLASSER X  
WILLIAM S. KRAMER O  
SCOTT A. ORTH  
JENNIFER E. PRICE  
LEONARD ROBBINS  
KENNETH A. RUBIN  
REUBEN M. SCHNEIDER O X  
PETER R. SIEGEL  
JACK F. WEINS  
DAVID WEISMAN O

EDWARD S. RESNICK (RET.)

OF COUNSEL  
STANLEY D. GOTTSEGEN X

\* BOARD CERTIFIED TAX LAWYER  
BOARD CERTIFIED ESTATE PLANNING  
AND PROBATE LAWYER

O BOARD CERTIFIED REAL ESTATE LAWYER

X MEMBER OF D.C. BAR  
X MEMBER OF N.Y. BAR  
X MEMBER OF OHIO BAR

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NORTH BROWARD (954) 428-9800

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PLEASE REPLY TO:

Boca Raton

FILE NO.:

August 14, 1997

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

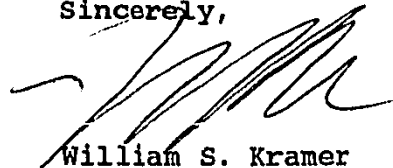
Re: Articles of Incorporation  
Outhouse, Inc.

700002269507--9  
-08/18/97--01060--013  
\*\*\*122.50 \*\*\*122.50

Dear Sir or Madam:

Enclosed is an original and one copy of the Articles of Incorporation and a check in the amount of \$122.50 representing the filing fees. Please forward evidence of filing to the undersigned at your earliest convenience.

Sincerely,



William S. Kramer

WSK/smb  
Enclosures

cc: Stanley D. Gottsegen, Esq.  
William A. Hoffman

FILED  
97 AUG 18 AM 10:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

me 8/19/97

ARTICLES OF INCORPORATION  
OF  
OUTHOUSE, INC.

FILED

97 AUG 18 AM 10:49

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the corporation is  
OUTHOUSE, INC.

ARTICLE II

DURATION

This corporation shall have perpetual existence.

ARTICLE III

PURPOSE

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

ARTICLE IV

CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000)  
shares of \$1.00 par value common stock. The shares shall not be  
divided into classes, nor may this corporation issue preferred  
stock without an amendment to its Articles of Incorporation.

ARTICLE V

PRINCIPAL OFFICE

The principal office or mailing address of this corporation is

c/o William Hoffman  
7204 Mandarin Drive  
Boca Raton, FL 33433

## ARTICLE VI

### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is c/o William S. Kramer, Esq., One Boca Place, Suite 411-E, 2255 Glades Road, Boca Raton, Florida 33431, and the name of the initial registered agent of this corporation at that office is William S. Kramer, Esq.

## ARTICLE VII

### INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished 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:

William Hoffman  
7204 Mandarin Drive  
Boca Raton, FL 33433

George Burmeister  
7204 Mandarin Drive  
Boca Raton, FL 33433

## ARTICLE VIII

### INCORPORATORS

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

William Hoffman  
7204 Mandarin Drive  
Boca Raton, FL 33433

George Burmeister  
7204 Mandarin Drive  
Boca Raton, FL 33433

#### ARTICLE IX

##### POWERS

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

#### ARTICLE X

##### MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

#### ARTICLE XI

##### ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

#### ARTICLE XII

##### INDEMNIFICATION

This corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled

under any bylaws, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holder of such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

#### ARTICLE XIII

##### BYLAWS


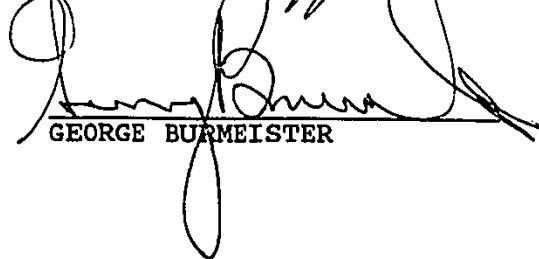
The bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any bylaw adopted by shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

#### ARTICLE XIV

##### PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have preemptive rights only in the portion of shares being issued or sold equal to the proportion that the number of shares then held by the shareholder bears to the total number of shares of the same class then outstanding.

IN WITNESS WHEREOF, the undersigned incorporators have  
executed these Articles of Incorporation this 9<sup>th</sup> day of  
August, 1997.

  
WILLIAM HOFFMAN  
  
GEORGE BURMEISTER

32745

**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--THAT

OUTHOUSE, INC.

(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF  
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF BOCA  
RATON, STATE OF FLORIDA, HAS NAMED WILLIAM S. KRAMER, ESQ.  
LOCATED AT ONE BOCA PLACE, SUITE 411-E, BOCA RATON, FLORIDA 33431,  
CITY OF BOCA RATON, STATE OF FLORIDA, AS ITS REGISTERED AGENT TO  
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE:

William Hoffman  
WILLIAM HOFFMAN

TITLE:

President

DATE:

8/8/97

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 PROVISION OF ALL STATUTES RELATIVE TO THE PROPER AND  
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE:

William S. Kramer  
WILLIAM S. KRAMER, ESQ.

DATE:

8/8/97

FILED  
97 AUG 18 AM 10:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA