

P97000102556

TRANSMITTAL MEMORANDUM

ATTENTION: BETH REGISTER  
TO: FLORIDA DEPARTMENT OF STATE  
CORPORATIONS DIVISION  
P. O. BOX 6327  
TALLAHASSEE, FL 32314

DATE: December 3, 1997

RE: Hands Off, Inc.

FILE NO. W-48,020

DOCUMENTS OR PAPERS LISTED BELOW ARE ENCLOSED:

1. CHECK FOR \$122.50, COVERING:  
\$ 35.00 FILING FEE  
52.50 CERTIFIED COPY  
35.00 REGISTERED AGENT

FOR HANDS OFF, INC.

FILED  
97 DEC -5 AM 10:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PLEASE TAKE THE FOLLOWING ACTION:

600002367076--7

-12/09/97-01002-019

\*\*\*122.50 \*\*\*122.50

PURSUANT TO YOUR TELEPHONE REQUEST, ENCLOSED IS OUR CHECK IN THE AMOUNT OF \$122.50, WHICH WAS INADVERTENTLY OMITTED FROM OUR LETTER TO YOU OF NOVEMBER 21.

THANK YOU.

STENSTROM, MCINTOSH, COLBERT, WHIGHAM & SIMMONS, P.A.  
Attorneys at Law  
Post Office Box 4848  
Sanford, Florida 32772-4848  
Telephone: (407) 322-2171  
Orlando: (407) 834-5119  
FAX: (407) 330-2379

FRANK C. WHIGHAM, ESQUIRE

I:\fcw\corp\Hands Off\trans.mem

B. REGISTER DEC 5 1997

2097-26969

ARTICLES OF INCORPORATION  
OF  
HANDS OFF, INC.

FILED  
97 DEC -5 AM 10:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is **HANDS OFF, INC.** located at 4102 Sugar Palm Terrace, Oviedo, Florida, 32765.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing with the filing of these Articles of Incorporation by the Florida Department of State pursuant to the laws of the State of Florida.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business which corporations may conduct pursuant to the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 7,500 shares of common stock at \$1.00 par value, which shall be designated "Common Shares".

ARTICLE V - INITIAL REGISTERED  
OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4102 Sugar Palm Terrace, Oviedo, Florida, 32765, and the name of the initial Registered Agent of this corporation located at that address is VIRGINIA M. ADAMS.

ARTICLE VI - BOARD OF DIRECTORS

This corporation shall have one (1) director 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. The name and address of the initial director of this corporation is:

VIRGINIA M. ADAMS                      4102 Sugar Palm Terrace  
Oviedo, FL 32765

ARTICLE VII - INCORPORATOR

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

VIRGINIA M. ADAMS                      4102 Sugar Palm Terrace  
Oviedo, FL 32765

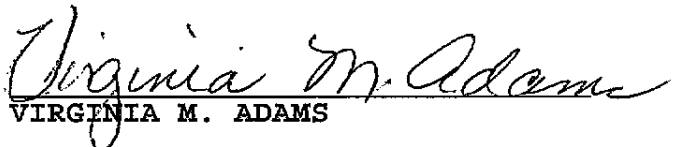
ARTICLE VIII - POWERS

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

ARTICLE IX - AMENDMENT

This 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 shareholders is subject to this reservation.

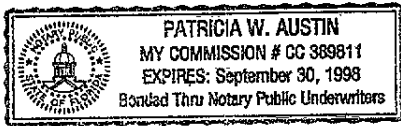
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 18 day of November, A.D., 1997.

  
VIRGINIA M. ADAMS

STATE OF FLORIDA     )  
COUNTY OF SEMINOLE    )

The foregoing instrument was acknowledged before me by  
VIRGINIA M. ADAMS, personally known to me, this 18<sup>th</sup> day of  
November, A.D., 1997.

(Affix Notarial Seal)



*Patricia W. Austin*  
Notary Public - State of FL.  
Print Name: PATRICIA W. AUSTIN

FILED  
97 DEC -5 AM 10:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE.  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED:**

**HANDS OFF, INC.**

In pursuance to Chapter §48.091, Florida Statutes, the  
following is submitted in compliance with said Act:

FIRST: That HANDS OFF, INC., desiring to organize under the  
laws of the State of Florida, with its principal office, as  
indicated in the Articles of Incorporation, at 4102 Sugar Palm  
Terrace, Oviedo, FL, 32765, has named VIRGINIA M. ADAMS located at  
4102 Sugar Palm Terrace, Oviedo, 32765, County of Seminole, State  
of Florida, as its Registered Agent to accept service of process  
within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above  
entitled corporation, at place designated in this Certificate, I  
hereby accept to act in this capacity, and agree to comply with the  
provisions of said Act relative to keeping open said office.

*Virginia M. Adams*  
VIRGINIA M. ADAMS