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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC -8 PM 2:51

SARA FULLER
LOCATIONS +, INC.
336 HENKEL CIRCLE
WINTER PARK, FL 32789
(407) 628-1886

December 1, 1997

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****122.50 ****122.50

Secretary of State
State of Florida
Corporate Division
P.O. Box 6327
Tallahassee, Florida 32314

Dear Sir:

Enclosed is an original and (1) copy of the Articles of Incorporation for registration along with a check for \$122.50 to cover charter fees, etc.

Please return certified copy to me.

Sincerely,



Sara Fuller

SF/Jm

Enclosure

Sara Fuller GAVE
AUTHORIZATION BY PHONE TO
CORRECT Art. I
DATE 12/19/97
DOC. EXAM Doris Brown

15

D. BROWN DEC - 9 1997

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ARTICLES OF INCORPORATION

of

LOCATIONS PLUS, INC.

The undersigned incorporator makes, subscribes, acknowledges and files with the Department of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit under the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation is: Locations Plus, Inc.

336 Henkel Circle - Winter Park, FL. 32789

ARTICLE II

Term of Existence

This corporation will commence as of the date of the filing of these Articles of Incorporation with the Secretary of State and will have perpetual existence.

ARTICLE III

Nature of Business

This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV

Capital Structure

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 7500 shares of common stock, having a par value of \$.10 per share. Each of the said shares of stock will entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor and services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued will be paid for and will be nonassessable.

ARTICLE V

Initial Registered Agent and Registered Office

The initial registered agent of this corporation will be Sara Fuller. The mailing address of the initial registered office of this corporation is: 336 Henkel Circle, Winter Park, FL 32789. The Board of Directors from time to time may move the registered office to any other address in the State of Florida.

ARTICLE VI

Board of Directors

There will be a Board of Directors for this corporation which will consist of not less than one (1). Except for the number constituting the initial Board of Directors, the number of directors will be decided by resolution of the shareholders.

ARTICLE VII

Initial Board of Directors

The names and street addresses of the members of the initial Board of Directors for this corporation, who, subject to these Articles of Incorporation and the laws of the State of Florida, will hold office until the first annual meeting of the shareholders or until their successors are elected and qualified, or until their resignation, removal from office or death are:

NAME	STREET ADDRESS
Sara Fuller	336Henkel Circle Winter Park, FL 32789
Bob Simmonds	336 Henkel Circle Winter Park, FL 32789

ARTICLE VIII

Incorporator

The name and street address of the incorporator is:

SARA FULLER
336 HENKEL CIRCLE
WINTER PARK, FL 32789

ARTICLE IX

Bylaws

The power to adopt, alter, amend or repeal Bylaws will be vested in the Board of Directors or the shareholders.

ARTICLE X

Indemnification

The corporation will indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI

Amendment of Articles of Incorporation

These Articles of Incorporation may be amended at any time by a resolution adopted by a majority vote of the Board of Directors at any annual or special meeting, provided at least ten (10) days written notice is given to each director of the time and place of the meeting and the purpose thereof. Any amendment to these Articles of Incorporation so made must be approved by a majority vote of the shareholders of the corporation.

3rd IN WITNESS THEREOF, the incorporator has executed these Articles of Incorporation the day of DEC 1997.



SARA FULLER

**STATE OF FLORIDA
COUNTY OF ORANGE**

Before me personally appeared Sara Fuller, who is personally known to me/who produced _____ as identification and did not take an oath, and who executed the foregoing, and acknowledged before me that he executed the same for the purposes therein expressed.

Witness my hand and official seal in the county and state named above this 3rd Day of December 1997.



Notary Public
State of Florida at Large

My Commission Expires:



