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Sharon J. Burgess-Lavender
2622 Maywood Street
Eustis, FL 32726
(352) 735-2134

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399
(904) 487-6052

December 17, 1997

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-12/19/97--01072--001
****131.25 ****131.25

RE: UNION PARK CORPORATION

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$131.25 for filing fee, certified copy and certificate.

FROM: Sharon J. Burgess-Lavender
2622 Maywood Street
Eustis, FL 32726
(352) 735-2134

Yours truly,



FILED
97 DEC 22 AM 9:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

12-17-97

QV 12-22-97

**ARTICLES OF INCORPORATION
OF
UNION PARK CORPORATION**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation for the formation, rights, privileges, immunities, and liabilities of corporations for profit.

ARTICLE I - NAME

The name of the corporation shall be:

UNION PARK CORPORATION

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

c/o Fantastic Sams
5600 West Colonial Drive, Ste. 106
Orlando, FL 32808

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ARTICLE III - DURATION

This corporation shall exist perpetually, commencing on the date of execution and acknowledgment of these Articles.

ARTICLE IV - PURPOSE

The Corporation may engage in any activity or business under the laws of the United States of America and the State of Florida's General Corporation Act.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 7,000 shares of \$1.00 par value common stock, which should be designated "Common Shares."

ARTICLE VI - CAPITAL

The amount of capital with which the Corporation will begin business shall be \$100.00.

ARTICLE VII - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent of this corporation is:

Marilyn J. Hochman, Esquire
501 North Magnolia Avenue, Suite 20
Orlando, FL 32801

ARTICLE VIII

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by a majority vote of the stockholders, but it shall never be less than one (1).

ARTICLE IX

The name and street address of the member of the first Board of Directors is:

Sharon J. Burgess-Lavender
2622 Maywood Street
Eustis, FL 32726

ARTICLE X - INCORPORATORS

The name and address of the initial subscriber signing these Articles is as follows:

Sharon J. Burgess-Lavender
2622 Maywood Street
Eustis, FL 32726

ARTICLE XI - BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XII - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following person in the amount set opposite her name:

Sharon J. Burgess-Lavender 100 shares

Shares held by the initial shareholder listed above may not be resold or transferred to other persons unless such shares are first offered to this corporation.

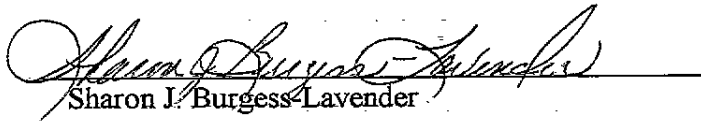
ARTICLE XIII - ADOPTION OF BYLAWS

A special meeting of the subscribers or their assigns shall be held, upon the call of the president, for the purpose of completing the organization of the corporation and the adoption of the bylaws and the transaction of other business as may come before the meeting.

ARTICLE XIV - 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 the shareholder is subject to this reservation.

The undersigned incorporator has executed these Articles of Incorporation this 17th Day of December, 1997.


Sharon J. Burgess-Lavender

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

**PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING
THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.**

1. The name of the corporation is: UNION PARK CORPORATION
2. The name and address of the registered agent and office is:

Marilyn J. Hochman, Esquire
501 North Magnolia Avenue, Suite 20
Orlando, FL 32801

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Marilyn J. Hochman, Esq.

12-17-97
Date

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL. 32314

EFFECTIVE DATE

12-17-97

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TALLAHASSEE, FLORIDA