

THE

Cicchetti

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Sports and Entertainment Law

Medical & Legal Malpractice

Commercial, Corporate and
Construction Litigation

P97000107552

Tammy de Soto Cicchetti
ATTORNEY AT LAW

December 19, 1997

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

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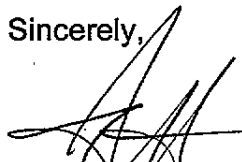
RE: **POSITIVE INVESTMENTS, INC.**
A FLORIDA FOR PROFIT CORPORATION

Dear Sir or Madam:

I enclose the Articles of Incorporation for Positive Investments, Inc., a Florida for profit corporation, together with a check made payable to the Department of State, in the amount of \$122.50 for filing of this document and issuance of a certified copy of the articles.

Please provide me with the certified copy of the filed Articles as soon as possible at the above address.

Sincerely,



Tammy de Soto Cicchetti

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TdC/srd
Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 22 PM 1:56

ARTICLES OF INCORPORATION

OF

POSITIVE INVESTMENTS, INC.

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DIVISION OF CORPORATIONS
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The undersigned acting as incorporator of a corporation pursuant to Chapter 607, Florida Statutes, adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of this corporation shall be: POSITIVE INVESTMENTS, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is:
8873 Blackheath Way
Tallahassee, Florida 32312

ARTICLE III - PURPOSE

This corporation is organized for the purposes of organizing and running a business, for profit, and for any other business or purpose which is lawful under the laws of the State of Florida.

ARTICLE IV- SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

One Thousand (1,000)

ARTICLE V - ELECTION OF DIRECTORS

This corporation shall have no less than one (1) director and no more than ten (10) directors. The number of members of the board of directors shall be set from time to time by the Board of Directors of the Corporation, or by the stockholders at an annual or special meeting.

ARTICLE VI - CORPORATE POWERS

No limitation other than those limitations under Chapter 607, Florida Statutes.

ARTICLE VII - INITIAL REGISTERED AGENT

The name and address of the initial registered agent is:

Tammy de Soto Cicchetti, Esq.
The Cicchetti Law Firm
1435 E. Piedmont Drive
Suite 210
Tallahassee, FL 32312
(904) 422-2774

ARTICLE VIII - EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE IX - PREEMPTIVE RIGHTS, CUMULATIVE VOTING

Holders of capital stock of the corporation shall not have the preemptive right to purchase any new shares of stock or securities, or rights to acquire stock or securities of the corporation. Cumulative voting shall not be allowed in the election of its directors or for any other purpose.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is, or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise to the full extent provided by Section 607.0850, Florida Statutes.

ARTICLE XI - INCORPORATORS

The name and address of the incorporator for these Articles is:

David Arrington
8873 Blackheath Way
Tallahassee, Florida 32312

The undersigned incorporator has executed these Articles of Incorporation this 12th day of Dec., 1997.

X [Signature] President

CERTIFICATE OF DESIGNATION OF

REGISTERED AGENT/REGISTERED OFFICE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 22 PM 1:56

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, 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:

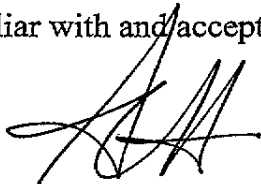
POSITIVE INVESTMENTS, INC.

2. The name and address of the registered agent and office is:

Tammy de Soto Cicchetti, Esq.
The CICHETTI LAW FIRM.
1435 E. Piedmont Drive
Suite 210
Tallahassee, Florida 32312

ACCEPTANCE

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.



Tammy de Soto Cicchetti

12/15/97
(Date)