

# GRAY, HARRIS & ROBINSON

PROFESSIONAL ASSOCIATION

## ATTORNEYS AT LAW

SUITE 1200

201 EAST PINE STREET

POST OFFICE BOX 3068

ORLANDO, FL 32802-3068

TELEPHONE (407) 843-8880

FAX (407) 244-5690

WRITER'S DIRECT DIAL

244-5674

E-MAIL ADDRESS

phermosa@ghrlaw.com

January 15, 1998

TRACY A. MARSHALL  
JOHN A. KIRST, JR.  
WILBUR E. BREWTON  
KENNETH J. PLANTE  
MICHAEL E. WRIGHT  
WILLIAM A. GRIMM  
KENT L. HIPP  
DONALD H. GIBSON  
ALISON M. YURKO  
THEODORE L. SHINKLE

ROBERT L. BEALS  
KIMBERLY NOWORYTA SUNNER  
CHRISTOPHER J. COLEMAN  
BRUCE M. HARRIS  
R. DEAN CANNON, JR.  
FRANK A. HAMNER  
RICHARD A. RODGERS  
KELLY M. FITZGERALD  
KELLY BREWTON PLANTE  
J. SCOTT SIMS  
CATHERINE M. PECK  
LORI T. MILVAIN  
MATTHEW S. SMITH

OF COUNSEL  
MALCOLM R. KIRSCHENBAUM  
SYDNEY L. JACKOWITZ  
LILA INGATE MCHENRY

J. CHARLES GRAY  
GORDON H. HARRIS  
RICHARD M. ROBINSON  
PHILLIP R. FINCH  
PAMELA O. PRICE  
JAMES F. PAGE, JR.  
WILLIAM A. BOYLES  
THOMAS A. CLOUD  
BYRD F. MARSHALL, JR.  
J. MASON WILLIAMS, III  
LEO P. ROCK, JR.  
G. ROBERTSON DILG  
CHARLES W. SELL  
JACK A. KIRSCHENBAUM  
RICHARD E. BURKE  
GUY S. HAGGARD  
FREDERICK W. LEONHARDT  
BORRON J. OWEN, JR.  
MICHAEL K. WILSON  
JEFFREY D. KEINER  
PAUL S. QUINN, JR.  
DAVID L. SCHICK  
JACK K. McMULLEN  
SUSAN T. SPRADLEY  
MICHAEL E. NEUKAMM  
DONALD A. NOHRR  
PHILIP F. NOHRR  
WILLIAM G. BOLTIN, III  
R. LEE BENNETT

VIA FEDERAL EXPRESS

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32314

File #: 35202-1  
300002403183--0  
-01/16/98--01074--017  
\*\*\*\*122.50 \*\*\*\*122.50

Re: *Cool Planet I, Inc.*

Dear Sir or Madam:

Enclosed are the original and one copy of **Articles of Incorporation** for the above corporation, together with a **check in the amount of \$122.50** to cover the fees for filing the Articles (\$35.00), the certified copy (\$52.50), and the designation of registered agent (\$35.00).

I would appreciate your filing the Articles immediately and forwarding the certified copy to me at the above address.

Thank you for your assistance.

Sincerely,

*Pat Hermosa*

Patricia Hermosa  
Paralegal

Enclosures

cc: Michael E. Neukamm, Esq.  
Anne Vercheski

FILED  
98 JAN 16 AM 10:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MELBOURNE  
(407) 727-8100

ORLANDO  
(407) 843-8880

TALLAHASSEE  
(850) 222-7717

PLUSRCORPLANETCOOLDOS.DIA

QNC-20-98

FILED  
98 JAN 16 AM 10:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
COOL PLANET I, INC.**

The undersigned, acting as the incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME

The name of this corporation is COOL PLANET I, INC. The mailing address of the corporation shall be 8669 Commodity Circle, Orlando, Florida 32819.

ARTICLE II - CORPORATE EXISTENCE

This Corporation will exist perpetually, commencing on the date these Articles of Incorporation are filed with the Secretary of State for the State of Florida.

ARTICLE III - DURATION

This corporation shall exist perpetually.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

## ARTICLE V - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One Cent (\$0.01) per share.

## ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

201 East Pine Street, Suite 1200  
Orlando, Florida 32803

The name of the initial registered agent of this corporation at that address shall be:

Michael E. Neukamm

## ARTICLE VII - INITIAL BOARD OF DIRECTORS

A. This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one.

B. The name and address of the initial directors of this corporation is as follows:

<u>Name</u>	<u>Street Address</u>
Robert I. Earl	8669 Commodity Circle Orlando, Florida 32819
Scott E. Johnson	8669 Commodity Circle Orlando, Florida 32819
Thomas Avallone	8669 Commodity Circle Orlando, Florida 32819

ARTICLE VIII - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Michael E. Neukamm	201 East Pine Street, Suite 1200 Orlando, Florida 32801

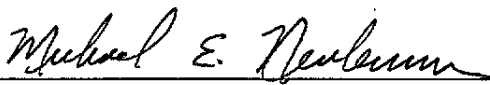
ARTICLE IX - BYLAWS

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

ARTICLE X - 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 shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14th day of January, 1998.

  
\_\_\_\_\_  
Michael E. Neukamm  
Incorporator

## CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as registered agent for the above named Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.



Michael E. Neukamm

FILED  
98 JAN 16 AM 10:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA