

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

**P98000006831**

Compositions International,  
Inc.

FILED  
CLERK OF STATE  
DIVISION OF CORPORATIONS

98 JAN 22 PM 1:06

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Signature \_\_\_\_\_

Requested by: ES

Name \_\_\_\_\_

Walk-In \_\_\_\_\_

1/22/98 10:30

Date \_\_\_\_\_ Time \_\_\_\_\_

Will Pick Up \_\_\_\_\_

- ☒ Art of Inc. File \_\_\_\_\_
- \_\_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- ☒ Cert. Copy \_\_\_\_\_
- \_\_\_\_\_ Photo Copy \_\_\_\_\_
- \_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_\_\_ Courier \_\_\_\_\_

DIVISION OF CORPORATIONS

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DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION**  
**OF**  
**COMPOSITIONS INTERNATIONAL, INC.**

The undersigned incorporator hereby adopts these Articles of Incorporation for the purpose of forming a corporation (the "Corporation") under the Florida Business Corporation Act (the "Act").

**I.**  
**Name**

The name of the corporation shall be Compositions International, Inc.

**II.**  
**Term of Existence**

The corporation shall begin its existence on the date of the filing of these Articles of Incorporation with the Florida Department of State and shall have perpetual existence thereafter.

**III.**  
**Principal Office**

The principal office of the Corporation shall be 19 S. Sugar Mill Lane, Flagler Beach, FL 32136.

**IV.**  
**Capital Stock**

The Corporation shall be authorized to issue 7,500 shares of common stock having a par value of one dollar (\$1.00) per share.

**V.**  
**Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 6251 Phillips Highway; Suite 5, Jacksonville, FL 32216, and the name of the initial registered agent of this corporation is Stephen H. Davis, Davis & Jones, 6251 Phillips Highway; Suite 5; Jacksonville, FL 32216.

**VI.**  
**Directors**

The corporation shall have one (2) director initially. The number of directors may be increased or decreased from time to time by bylaws of the Corporation, provided that the Corporation shall always have at least one (1) but no more than five (5) directors. The name and address of the directors, who shall serve until their successor(s) are duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
David Portz	19 S. Sugar Mill Lane, Flagler Beach, FL 32136
Beverly Ameykeller	19 S. Sugar Mill Lane, Flagler Beach, FL 32136

**VII.**  
**Incorporator**

The name and street address of the incorporator signing these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
David Portz	19 S. Sugar Mill Lane, Flagler Beach, FL 32136
Beverly Amekeller	19 S. Sugar Mill Lane, Flagler Beach, FL 32136

**VIII.**  
**Affiliated transactions**

Pursuant to the provisions of Section 607.0901(5)(a) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions as set forth in Section 607.0901 of the Act. Therefore, the terms of such Section 607.0901 shall not apply to any affiliated transactions as defined therein.

**IX.**  
**Control Share Acquisitions**

Section 607.0902 of the Act, pertaining to control-share acquisitions, shall not apply to the Corporation. Pursuant to the provisions of Section 607.0902(5) of the Act, the Corporation elects not to be governed by any of the provisions of such Section 607.0902.

**X.**  
**Bylaws**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Corporation's Board of Directors.

**XI.**  
**Indemnification**

The Corporation shall indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

**XII.**  
**Amendment**

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of this 5th day of January 1998

  
\_\_\_\_\_  
DAVID PORTZ

  
\_\_\_\_\_  
BEVERLY AMEYKELLER

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STATE OF FLORIDA}

SS

COUNTY OF DUVAL} \_\_\_\_\_

The foregoing instrument was acknowledged before me this 5th day of January 1998 by David Portz who is personally known to me or has produced as identification and who did not take an oath.



Notary Public, State of Florida

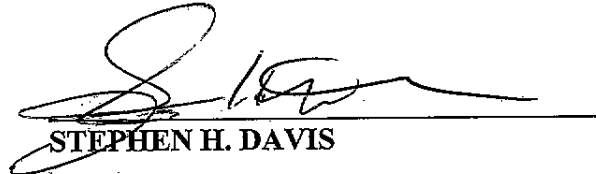
My commission expires: \_\_\_\_\_



**STEPHEN H. DAVIS**  
COMMISSION # CC 481787  
EXPIRES JUN 19, 1999  
BONDED THRU  
ATLANTIC BONDING CO., INC.

**ACCEPTANCE BY REGISTERED AGENT**

Having been named Registered Agent and designated to accept service of process for the above-stated Corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



**STEPHEN H. DAVIS**

Dated: 1/5/98