

LAW OFFICES OF  
PALMER & PALMER, P.A.

3117 Edgewater Drive  
Orlando, Florida 32804

(407) 650-8900  
Fax (407) 650-8811

P98000013230

January 22, 1998

Department of State  
Division of Corporation  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: MetaText, Inc.

700002425637--5  
-02/09/98--01145--017  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir/Madam:

Please find enclosed Articles of Incorporation, By-Laws, Certificate of Designation of Registered Agent and my check in the amount of \$70.00 which represent the filing fee in this matter.

Very truly yours,

  
William D. Palmer, Esquire

WDP:vdw

Enclosures

FILED  
98 FEB -9 PM 1:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. BROCK FEB 10 1998

# ARTICLES OF INCORPORATION

OF

**MetaText, Inc.**

The undersigned, for the purpose of forming a Corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

## ARTICLE I NAME AND ADDRESS

The name of the corporation is MetaText, Inc. The principal office of the Corporation and its mailing address is 1107 Poinsettia Avenue, Orlando, Florida 32804.

## ARTICLE II CORPORATE DURATION

The duration of the corporation is perpetual.

## ARTICLE III PURPOSE OR PURPOSES

The general purposes for which the corporation is organized is to transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act, and to do such other things as are incidental to the foregoing and necessary or desirable in order to accomplish the foregoing.

## ARTICLE IV

The number of shares which the corporation is authorized to issue is 10,000. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

## ARTICLE V REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 3117-B Edgewater Drive, Orlando, Florida 32804 and the name of this initial registered agent at such address is William D. Palmer, Esquire.

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE VI DIRECTORS

A. The number of directors constituting the initial Board of Directors of the corporation is five. The name and address of the persons who are to serve as members of the initial Board of Directors, each to hold office until the First annual meeting of the shareholder of this Corporation or until their successor's are elected or appointed and have qualified are:

Name	Address
Frank Lindrum	1107 Poinsettia Avenue, Orlando, FL 32804
Paula Lindrum	1107 Poinsettia Avenue, Orlando, FL 32804
Dan H. Broughton	Post Office Box 907, Windermere, FL 34786
David Lindrum	518 S. 30 <sup>th</sup> Street, Lafayette, IN. 47904
Mary Jane Lindrum	518 S. 30 <sup>th</sup> Street, Lafayette, IN. 47904

B. The number of directors may be either increased or diminished from time to time by the board of directors or the shareholders in accordance with the bylaws of this corporation.

C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the board of directors at any annual or special meeting thereof. The board of directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the board of directors.

D. Nothing in this article shall be construed to preclude the directors from serving the corporation in any other capacity and receiving compensation therefor.

E. Any director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the shareholders of this corporation, for any cause deemed sufficient by such shareholders.

F. In case one or more vacancies shall occur in the board of directors by reason of death, resignation or otherwise, the vacancies shall be filled by the shareholders of this corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining directors until the shareholders have acted to fill the vacancy.

## ARTICLE VII INCORPORATORS

The name and address of each incorporator is:

Frank Lindrum	1107 Poinsettia Avenue, Orlando, FL 32804
Paula Lindrum	1107 Poinsettia Avenue, Orlando, FL 32804

ARTICLE VIII  
LOST OR DESTROYED CERTIFICATES

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the bylaws of this corporation.

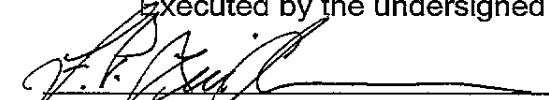
ARTICLE IX  
AMENDMENT TO ARTICLES


These articles of incorporation may be amended in the manner provided by law. Every amendment which requires shareholder approval shall be approved by the board of directors, proposed by them to the shareholders as required by law, and approved at a shareholders' meeting by the holders of a majority of the stock issued, outstanding and entitled to be voted, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment to these articles of incorporation be made.

ARTICLE X  
BY-LAWS

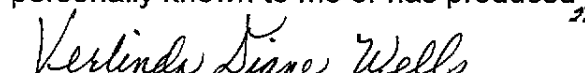
The power to adopt, alter, amend or repeal bylaws of this corporation shall be vested in the shareholders or the board of directors of this corporation; provided, however, that any bylaws adopted by the directors which are inconsistent with any bylaws adopted by the shareholders shall be void, and the directors may not alter, amend or repeal any bylaws adopted by the shareholders.

Executed by the undersigned that Orlando, Florida on <sup>February 4</sup> ~~January 4~~, 1998.

  
Frank Lindrum  
Incorporator

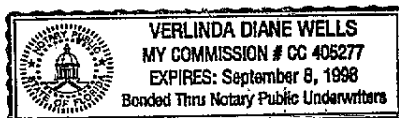
  
Paula Lindrum  
Incorporator

Sworn and Subscribed before me Frank Lindrum and Paula Lindrum who are personally known to me or has produced <sup>FL D/L L 536-275-48-350-D</sup> as I.D.

  
NOTARY

<sup>1. FL D/L L 536-675-50-623-0</sup>

My commission expires:



The Department of State, Tallahassee, Florida 32304

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED

In compliance with Section 607.0505 of the Florida General Corporation  
Act, the following is submitted:

MetaText, Inc., with its principle place of business at 1107 Poinsettia  
Avenue, Orlando, Florida 32804, has named William D. Palmer, Esquire, located  
at 3117-B Edgewater Drive, Orlando, Florida as its agent to accept services of  
process within Florida.

Dated <sup>February</sup> ~~January~~ 4, 1998.

  
Secretary MetaText, Inc.

Having been named to accept service of process for the above stated  
corporation, at the place designated in this certificate, I hereby agree to act in this  
capacity, and I further agree to comply with the provisions of all statutes relative  
and proper and complete performance of my duties, and I accept the duties and  
obligations of Section 607.0505 of the Florida General Corporation Act.

Dated <sup>February</sup> ~~January~~ 4, 1998.

  
William D. Palmer, Esquire  
Registered Agent

**FILED**  
98 FEB -9 PM 1:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA