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ACCOUNT NO. : 072100000032
REFERENCE : 711954 5379C
AUTHORIZATION : Patricia Pizut
COST LIMIT : \$ 122.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 19 PM 12:36

ORDER DATE : February 19, 1998
ORDER TIME : 9:54 AM
ORDER NO. : 711954-005
CUSTOMER NO: 5379C
CUSTOMER: Kim Newberry, Legal Assistant
HARRIS BARRETT MANN & DEW
765 Cortaro Drive
Sun City Center, FL 33573

RECEIVED
98 FEB 19 AM 10:50
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: ALLIANCE WORLDWIDE, INC.

EFFECTIVE DATE: ~~000000000000~~ 000002434910-2

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

gf 2/19/98

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ARTICLES OF INCORPORATION

OF

ALLIANCE WORLDWIDE, INC.

THE UNDERSIGNED HEREBY MAKE, SUBSCRIBE, ACKNOWLEDGE AND FILE THIS CERTIFICATE FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE I: NAME

The name of this corporation is ALLIANCE WORLDWIDE, INC.

ARTICLE II: PURPOSE

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III: CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1,000 of common stock of One and NO/100 (\$1.00) Dollars per share par value.

ARTICLE IV: DURATION

This corporation is to exist perpetually.

ARTICLE V: PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office of the corporation shall be located at 8 Jefferson Court South, Pinellas County, Florida 33711.

The name and street address of the initial registered agent of the corporation in the State of Florida is: Karen R.S. Hickam, 8 Jefferson Court South., St. Petersburg, FL 33711. The Board of Directors may, from time to time, appoint a substitute registered agent and move the registered office or the principal office, or both, to any other address in the State of Florida.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) or more director(s) as provided by the By-Laws. Initially, this corporation shall have two (2) directors, the name of who are as follows:

<u>NAME</u>	<u>ADDRESS</u>
KAREN R.S. HICKAM	8 Jefferson Court South St. Petersburg, FL 33711
KEVIN M. HICKAM	8 Jefferson Court South St. Petersburg, FL 33711

ARTICLE VII: OFFICERS

The names and addresses of the officers of this corporation are as follows:

<u>NAME AND OFFICE</u>	<u>ADDRESS</u>
KAREN R.S. HICKAM President	8 Jefferson Court South St. Petersburg, FL 33711
KEVIN M. HICKAM Secretary/Treasurer	8 Jefferson Court South St. Petersburg, FL 33711

ARTICLE VIII: COMMENCEMENT OF CORPORATE EXISTENCE

The existence of this corporation shall commence upon filing with the Secretary of State's office.

ARTICLE IX: INDEMNIFICATION

The corporation shall indemnify all directors and officers, whether or not then in office, who are or become a party, or are threatened to be made a party, to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a director or officer, or is or was serving at the request of the corporation as an officer or director against expenses (including attorneys' fees, including hourly charges for paralegals and other staff members operating under the supervision of an attorney, whether at trial or appeal), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including any appeal thereof; provided, however, that there shall be no indemnification against gross negligence or willful misconduct.

ARTICLE X: BY-LAWS

The initial By-Laws shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws is vested in the Board of Directors, subject to repeal or change by action of the shareholders.

ARTICLE XI: AMENDMENT

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Board of Directors and the Shareholders as specified under the laws of Florida.

ARTICLE XII: INCORPORATORS

The name and address of the incorporator of this corporation is:

NAME

ADDRESS

KAREN R.S. HICKAM

8 Jefferson Court South
St. Petersburg, FL 33711

IN WITNESS WHEREOF, these Articles of Incorporation have been signed, as Incorporator,
by: **KAREN R.S. HICKAM.**

Dated this 18 day of February, 1998.



KAREN R.S. HICKAM

STATE OF FLORIDA

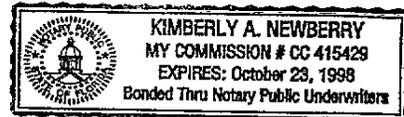
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 18 day of February, 1998, by **KAREN R.S. HICKAM**, who is personally known to me or who has produced a Drivers License as identification.



Printed Name:
Notary Public
My Commission Expires:
Serial Number:

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 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: **ALLIANCE WORLDWIDE, INC., a Florida corporation**
2. The name and address of the registered agent and office is:

Karen R.S. Hickam
8 Jefferson Court South
St. Petersburg, FL 33711

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.


Karen R.S. Hickam

2/18/98
(Date)