



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 716265 5021572

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 70.00

ORDER DATE : February 23, 1998

ORDER TIME : 3:34 PM

ORDER NO. : 716265-005

CUSTOMER NO: 5021572

CUSTOMER: Ms. Jane Walker
GROCK LOFTIS & ABRAMSON

400002438464--2

Suite 200
126 East Jefferson Street
Orlando, FL 32801

DOMESTIC FILING

NAME: CELLYNNE HOLDINGS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 23 AM 9:43

RECEIVED
98 FEB 23 PM 4:16
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
CELLYNNE HOLDINGS, INC.

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation under the Florida Business Corporations Act.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 23 AM 9:43

ARTICLE I
Name of Corporation

The name of the corporation is:

CELLYNNE HOLDINGS, INC.

ARTICLE II
Commencement of Business

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE III
Purpose

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

ARTICLE IV
Capital Stock

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is one hundred thousand (100,000) shares of Common Stock, par value \$.01 per share. The consideration to be paid for each share shall be fixed by the board of directors, and such consideration may consist of any intangible or tangible property or benefit to the corporation, with a value, in the judgment of the board of directors, deemed appropriate.

ARTICLE V
Term of Existence

This corporation is to exist perpetually.

ARTICLE VI
Principal Place of Business

The initial street address in this state of the principal office of this corporation is 1775 Central Florida Parkway, Orlando, FL 32821. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII
Incorporator

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
J. Bennett Grocock	126 E. Jefferson Street Orlando, FL 32801

ARTICLE VIII
Initial Board of Directors

The corporation shall have two (2) directors initially. The names and addresses of the initial directors are as follows:

<u>Name</u>	<u>Address</u>
Patrice Minguez	1775 Central Florida Parkway Orlando, FL 32821
Mark Allegre	1775 Central Florida Parkway Orlando, FL 32821

ARTICLE IX
Initial Registered Office and
Registered Agent

The initial designation of the registered office of this corporation is 126 E. Jefferson Street, Suite 200, Orlando, Florida 32801, and the registered agent at this address is J. Bennett Grocock, P.A.

ARTICLE X
Amendments

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement

manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal this 20th day of February, 1998.



J. Bennett Grocock, President

**CERTIFICATE OF DESIGNATION
OF
REGISTERED AGENT**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB 23 AM 9:43

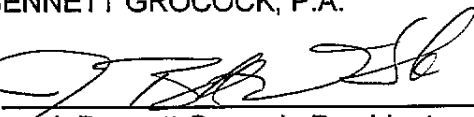
Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That CELLYNNE HOLDINGS, INC., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, at 126 E. Jefferson Street, Suite 200, Orlando, Florida, 32801, County of Orange, State of Florida, has named J. Bennett Grocock, P.A., City of Orlando, County of Orange, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named as registered agent to accept service of process for the corporation named above, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that 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.

J. BENNETT GROCOCK, P.A.

By: 
J. Bennett Grocock, President

clients/cellynne/corp/holdings arts