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LAW OFFICE

**PEACOCK & GAFFNEY**

PROFESSIONAL ASSOCIATION  
2348 SUNSET POINT ROAD  
CLEARWATER, FLORIDA 33765

RAY PEACOCK  
PATRICK F. GAFFNEY +  
PEGGY BURKE BEVILLE

March 4, 1998

(813) 796-7774  
FAX (813) 797-6317

+ BOARD CERTIFIED  
MARITAL & FAMILY LAWYER

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL. 32301

Re: YASA Ventures, Inc.

Gentlemen:

Enclosed herewith please find the Charter for the above-referenced corporation, which we request that you file in your office. Also enclosed is a copy of the same, which we request that you certify and return to us.

Our check in the amount of \$122.50 is enclosed to cover your charges as follows:

Filing Fee	\$35.00
Certified copy	52.50
Resident Agent	35.00
	<u>\$122.50</u>

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\*\*\*\*122.50 \*\*\*\*122.50

If anything further is required, please do not hesitate to contact me.

Sincerely yours,

Ray Peacock

RP:jm  
Enclosures

Dmc  
3/9/98

FILED  
98 MAR -6 PM 12:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

YASA VENTURES, INC.

FILED

98 MAR -6 PM 12:10

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is YASA Ventures, Inc. The address for the corporation is 3602 Mission Court, Largo, Florida 33771.

ARTICLE II - DURATION

This corporation shall exist for a perpetual period.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3602 Mission Court, Largo, Florida 33771, and the name of the initial registered agent of this corporation at that address is Kevin Widmer.

Agency Accepted:

By:

  
Kevin Widmer

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial director of this corporation are:

Kevin Widmer, 3602 Mission Court, Largo, Florida 33771

#### ARTICLE VIII - INCORPORATORS

The names and addresses of the persons signing these Articles are:

Kevin Widmer, 3602 Mission Court, Largo, Florida 33771

#### 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 - CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

#### ARTICLE XI - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

#### ARTICLE XII - MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in (special) meetings of the Board of Directors by means of conference telephone as provided by law, but (regular) meetings of the Board of Directors must be attended in fact in person by each Director.

#### ARTICLE XIII - INDEMNIFICATION


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

#### ARTICLE XIV - 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 subscribers have executed these Articles of Incorporation this 4th March day of February, 1998.

  
Kevin Widmer  
"Subscriber"

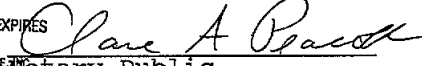
STATE OF FLORIDA  
COUNTY OF PINELLAS

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared KEVIN WIDMER who is personally known to me or produced a passport # 101164851 as identification, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid this 4th day of February, 1998.  
March



Clare A. Peacock  
MY COMMISSION # CC869533 EXPIRES  
September 21, 2001  
BONDED THRU TROY FAIR INSURANCE CO.

  
Notary Public

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

Pursuant to the provisions of Section 607.0505, 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: YASA Ventures, Inc.
2. The name and address of the registered agent and office is  
Kevin Widmer, 3602 Mission Court, Largo, FL. 33771.

SIGNATURE:   
(corporate officer)

TITLE PRESIDENT

DATE March 4, 1998

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 TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.

SIGNATURE:   
KEVIN WIDMER  
DATE March 4, 1998

FILED  
98 MAR -6 PM 12:10  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE