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WHEELER, HACKNEY & MILLER, P.A.

ATTORNEYS AND COUNSELORS AT LAW

PRACTICE LIMITED TO WEALTHCARE<sup>SM</sup>

INTERNET: www.wealthcare.com

FILED

98 MAR 13 PM 3:44

KENNETH B. WHEELER, LL.M. TAX  
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ROBERT C. HACKNEY  
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DONALD W. MILLER  
EMAIL: dmiller@wealthcare.com

ALSO ADMITTED:  
NEW JERSEY

OF COUNSEL  
RICHARD C. JANS, P.A.

PLEASE RESPOND TO  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PALM BEACH OFFICE:

ADMIRALTY OFFICE TOWER TWO  
4400 PGA BOULEVARD, SUITE 505  
PALM BEACH GARDENS, FL 33410  
(561) 627-0677  
FAX: (561) 625-4685

WINTER PARK OFFICE:

1155 LOUISIANA AVENUE, SUITE 100  
WINTER PARK, FL 32789  
(407) 645-1779  
FAX: (407) 740-5691

March 11, 1998

Department of Corporations  
Florida Secretary of State  
409 E. Gaines Street  
Tallahassee, FL 32301

000002456340--5  
-03/13/98--01023--014  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Legacy Press, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above referenced corporation for filing. Please return the copy with the filing information stamped on it. A return envelope is provided for your convenience.

Also Enclosed is our firm check #9620 in the amount of 70.00 for the filing fees.

If you have any questions regarding this matter, please do not hesitate to contact this office.

Sincerely,

WHEELER, HACKNEY & MILLER, P.A.

  
Vickie L. Parker

Legal Assistant to  
Kenneth B. Wheeler, Esq.

/vlp  
Enclosures

P Hall

MAR 13 1998

**ARTICLES OF INCORPORATION**  
**OF**  
**LEGACY PRESS, INC.**

FILED  
98 MAR 13 PM 3:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, hereby make, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of this Corporation shall be:

**LEGACY PRESS, INC.**

**ARTICLE II**

**DURATION**

The Corporation exist perpetually until dissolved according to law.

**ARTICLE III**

**NATURE OF BUSINESS**

The general purpose for which this Corporation is organized is to transact any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

**ARTICLE IV**

**AUTHORIZED SHARES**

The Corporation shall be authorized to create and issue 7,500 shares of Common Stock having a par value of \$1.00 per share.

The whole or any part of the authorized shares of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible or in labor or services actually performed for the Corporation, having a value as is determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

## **ARTICLE V**

### **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation in the State of Florida shall be:

1155 Louisiana Avenue, Suite 100  
Winter Park, FL 32789

The name of the initial registered agent of this Corporation at that address shall be:

Kenneth B. Wheeler

## **ARTICLE VI**

### **BOARD OF DIRECTORS**

The powers of the Corporation shall be exercised by or under the authority of and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors, which shall have one (1) Director initially. The number of directors may be increased or decreased by the shareholders from time to time as provided in the By-Laws of the Corporation.

## **ARTICLE VII**

### **DIRECTORS - NAMES AND STREET ADDRESSES**

The names and street addresses of the members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

<u>Name</u>	<u>Street Address</u>
KENNETH B. WHEELER	1155 Louisiana Avenue, Suite 100 Winter Park, FL 32789

### **ARTICLE VIII**

#### **INCORPORATOR**

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

KENNETH B. WHEELER  
1155 Louisiana Avenue, Suite 100  
Winter Park, FL 32789

### **ARTICLE IX**

#### **PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of the corporation is located at:

1155 Louisiana Avenue, Suite 100  
Winter Park, Florida 32789

The mailing address of the corporation is:

1155 Louisiana Avenue, Suite 100  
Winter Park, Florida 32789

### **ARTICLE IX**

#### **SPECIAL PROVISIONS**

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and for creating, defining, limiting and regulating the powers of the

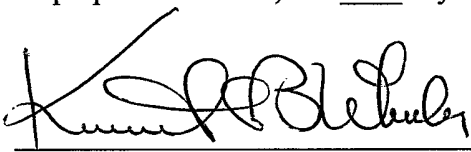
Corporation, its shareholders and directors, are hereby adopted as a part of these Articles of Incorporation.

1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.

2. The Board of Directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.

3. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all directors for services to the Corporation as directors, officers or otherwise.


IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Winter Park, Florida, for the uses and purposes aforesaid, this 10<sup>th</sup> day of March, 1998.

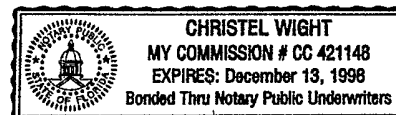
  
KENNETH B. WHEELER  
Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE

On this 10<sup>th</sup> day of March, 1998, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared KENNETH B. WHEELER, to me personally known to be the person whose name is subscribed to the within instrument, and he acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

  
Notary Public



**DESIGNATION AND ACCEPTANCE**

**OF**

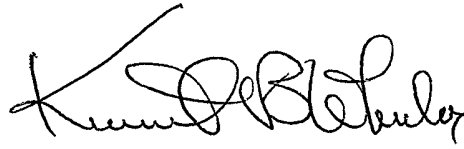
**REGISTERED AGENT**

**LEGACY PRESS, INC.**

**FILED**  
98 MAR 13 PM 3:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Florida Statute, LEGACY PRESS, INC., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at Orange County, Florida, has named KENNETH B. WHEELER located thereat as its registered agent to accept service of process within this state.

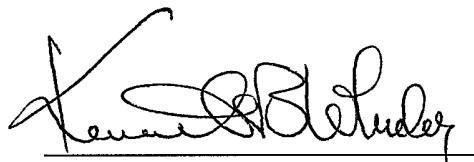
By:



KENNETH B. WHEELER,  
Incorporator

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By:



KENNETH B. WHEELER,  
Registered Agent