

P98000027582

Swancutt's, Inc.
10 West Monument Avenue
Kissimmee, Florida 34741

March 12, 1998

VIA OVERNIGHT DELIVERY

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

500002459905-7
-13/17/98-01085-003
*****70.00 *****70.00

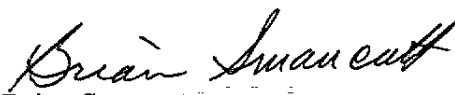
Re: Articles of Incorporation

Gentlemen:

Enclosed you will find an original and a copy of the Articles of Incorporation for Swancutt's, Inc. for filing with the Florida Division of Corporations. I have enclosed our check, in the amount of \$70.00, which should cover the filing fees. Upon filing of the enclosed Articles, please return a date stamped copy to me by means of the pre-addressed, postage paid envelope, which I have enclosed for your convenience.

Should you have any questions or comments, please do not hesitate to contact me at (407)847-3434. Thank you for your help in this regard.

Very truly yours,


Brian Swancutt
President

/jmd

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 25 AM 10:56

RP
03-25-98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 19, 1998

BRIAN SWANCUTT
10 W. MONUMENT AVENUE
KISSIMMEE, FL 34741

SUBJECT: SWANCUTT'S, INC.
Ref. Number: W98000006091

We have received your document for SWANCUTT'S, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

The registered office address in Article V differs from the one indicated on the Certificate of Registered Agent.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Randall Purinton
Document Specialist

Letter Number: 898A00014756

ARTICLES OF INCORPORATION

OF

SWANCUTT'S, INC.

ARTICLE I

Name. The name of this corporation is Swancutt's, Inc.

ARTICLE II

Business and Activities. This corporation may, and is organized and authorized to, 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 one time is 7,500 shares of common stock having a par value of \$1.00 per share, with the consideration to be paid for each share to be in money, property or services, as may be fixed by the Board of Directors.

ARTICLE IV

Term of Existence. This corporation shall have a perpetual existence.

ARTICLE V

Initial Registered Office and Agent. The street address of the initial registered office of this corporation is 10 W. Monument Avenue, Kissimmee, Florida 34741, and the name of the initial registered agent of this corporation at that address is Brian Swancutt.

ARTICLE VI

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.

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DIVISION OF CORPORATIONS
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ARTICLE X

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.

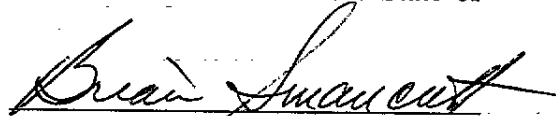
ARTICLE XI

Amendment. These Articles of Incorporation may be amended as provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock issued and entitled to be voted, unless all of the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII

The Corporation shall indemnify, or advance reasonable expenses to, to the fullest extent authorized or permitted by the Florida General Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation; (iii) is or was an officer of the Corporation, provided that he is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation as an officer of another corporation, provided that he is or was at the time a director of the Corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida General Corporation Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of the foregoing sentence may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

IN WITNESS WHEREOF, the undersigned does set their hands and seals and has acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 12th day of March, 1998.


Brian Swancutt

ARTICLE VII

Number of Directors. The Board of Directors of this corporation shall consist of one or more directors, the exact number of which shall be the number of directors from time to time as provided for in the Bylaws of the corporation. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at an annual or special meeting. The directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the directors. Nothing in this Article shall be construed to preclude a director from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE VIII

Initial Board of Directors. The name and street address of each member of this corporation's first Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Brian Swancutt	10 W. Monument Avenue Kissimmee, Florida 34741
Kathryn Swancutt	10 W. Monument Avenue Kissimmee, Florida 34741

ARTICLE IX


Subscriber. The name and street address of each subscriber to these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Brian Swancutt	10 W. Monument Avenue Kissimmee, Florida 34741
Kathryn Swancutt	10 W. Monument Avenue Kissimmee, Florida 34741

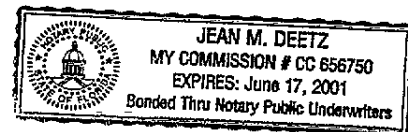
STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day before me personally appeared Brian Swancutt, to me known to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed. He is personally known to me and did not take an oath.

WITNESS my hand and official seal in the county and state aforesaid mentioned this 12th day of March, 1998.


Print Name: Jean M. Deetz
Notary Public

(SEAL)



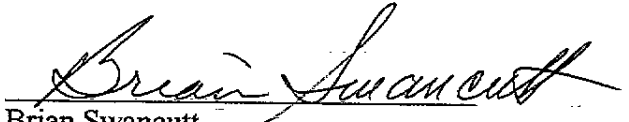
CERTIFICATE OF REGISTERED AGENT

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that Swancutt's, Inc., desiring to organize under the laws of the State of Florida, with the location of its principal place of business as indicated in the Articles of Incorporation, at 10 W. Monument Avenue, Kissimmee, Florida 34741 has named Brian Swancutt, located at 10 W. Monument Avenue, Kissimmee, Florida 34741, as its registered agent to accept service or process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.


Brian Swancutt

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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