

P98000029253

March 23, 1998

Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

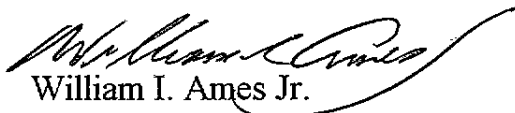
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-03/26/98-01075--013  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Secretary of State:

Enclosed please find one original and one copy of the Articles of Incorporation of 'The Diogenes Company'

Also find enclosed a check made payable to the Department of State in the amount of \$70.00. Your assistance in processing this corporation's Articles of Incorporation and registering its name to be 'The Diogenes Company' is greatly appreciated.

Respectfully submitted,

  
William I. Ames Jr.  
Director

The Ames  
9 Westchester Drive  
Kissimmee, FL 34744-5826

Enclosure

Dmc  
3/31/98

EFFECTIVE DATE  
3-23-98

FILED  
98 MAR 26 AM 8:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**THE DIOGENES COMPANY**

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**FILED**

98 MAR 26 AM 8:20

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE ONE**  
**CORPORATE NAME**

EFFECTIVE DATE  
3-23-98

The name of the corporation is "THE DIOGENES COMPANY"

**ARTICLE TWO**  
**NATURE OF THE BUSINESS**

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida, the United States or any other state, country, territory or nation.

**ARTICLE THREE**  
**TERM OF EXISTENCE**

This corporation shall have perpetual existence, commencing on the date of execution of these articles.

**ARTICLE FOUR**  
**CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 625,000 shares, each share having a par value of \$1.00 per share.

**ARTICLE FIVE**  
**REGISTERED AGENT IN INITIAL REGISTERED OFFICE**

The registered agent and the street address of the initial registered office of this corporation in the State of Florida shall be:

WILLIAM I. AMES JR.  
9 Westchester Drive  
Kissimmee FL 34744-5826

The mailing address of the corporation is 9 Westchester Drive, Kissimmee FL, 34744-5826.

**ARTICLE SIX**  
**BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

**ARTICLE SEVEN**  
**INITIAL DIRECTORS**

The names of the initial director of this corporation and his street address is:

William I. Ames Jr.  
9 Westchester Drive  
Kissimmee FL 34744-5826

The persons named as the initial directors shall hold office for the first year of existence of this corporation or until their successor/successors are elected or appointed and have qualified, which ever occurs first.

## **ARTICLE EIGHT INCORPORATOR**

The name and address of the person signing these articles of incorporation as incorporator is:

William I. Ames Jr.  
9 Westchester Drive  
Kissimmee FL 34744-5826

## **ARTICLE NINE AMENDMENTS**

These articles of incorporation may be amended in the manner approved 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 at least a majority of the stockholders entitled to vote, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles be made.

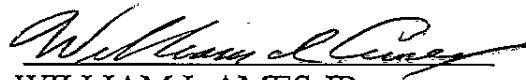
## **ARTICLE TEN PREEMPTIVE RIGHTS**

Every shareholder upon sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds the right to purchase his prorata share thereof at the price at which it is offered to others.

**ARTICLE ELEVEN  
BY-LAWS**

The power to adopt, alter, amend or repeal the by-laws shall be vested in the Board of Director's and the shareholders.

IN WITNESS THEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation on the 23<sup>rd</sup> day of March, 1998.



WILLIAM I. AMES JR.

Incorporator

STATE OF FLORIDA:

COUNTY OF OSCEOLA:

BEFORE ME, a Notary Public, personally appeared William I. Ames, Jr., to me known to be the person described as INCORPORATOR, and executed the foregoing Articles of Incorporation, acknowledged before me that he subscribed to these Articles of Incorporation on the 23rd day of March, 1998.

(Notary Seal)



MARGUERITE H GRAFF  
My Commission OC433225  
Expires Jan 12, 1999  
Bonded by HAI  
800-422-1555

*Marguerite H Graff*

NOTARY PUBLIC, State of Florida  
My Commission Expires 1/12/99

FILED  
MAR 26 AM 8:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### ACCEPTANCE OF DESIGNATION

Having been designated as registered agent for the above-named corporation to accept service of process at the address below, I hereby accept said designation and agree to act in this capacity and to comply with the revisions of said act relative to keeping said office open.

*William I. Ames Jr.*

William I. Ames Jr.  
9 Westchester Drive  
Kissimmee FL 34744-5826