

**CORPORATE
ACCESS,
INC.**

P9800055431

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (904) 222-2666 or (800) 969-1666 . Fax (904) 222-1666

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6/22/98

☒ **CERTIFIED COPY**

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☒ **FILING**

Prof.

1.) **The Ed Designs Group, Inc.**
(CORPORATE NAME & DOCUMENT #)

2.) _____
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(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

900002567259-4

-06/22/98-01005-022

*****122.50 ***122.50**

EFFECTIVE DATE

6-18-98

**98 JUN 22 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

FILED

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JUN 22 1998

**ARTICLES OF INCORPORATION
OF
THE ED DESIGNS GROUP, INC.**

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98 JUN 22 AM 11:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as sole incorporator of THE ED DESIGNS GROUP, INC. under Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I
NAME**

EFFECTIVE DATE
6-18-98

The name of the corporation is The Ed Designs Group, Inc.

**ARTICLE II
SHARES**

The number of shares which the corporation shall have authority to issue is Ten Thousand (10,000), consisting of a single class of common stock, One Cent (\$0.01) par value per share.

**ARTICLE III
PRINCIPAL OFFICE**

The address of the Principal Office of the corporation is 840 Lake Evalyn Drive, Maitland, Florida 34747. The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

**ARTICLE IV
MAILING ADDRESS**

The mailing address of the Corporation is P. O. Box 470333, Celebration, Florida 34747.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial Registered Office of the corporation is 315 E. Robinson Street, Suite 600, Orlando, Florida 32801, and the initial Registered Agent at such address is George A. Golder.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the corporation is two (2). The number of Directors may be increased or decreased from time to time, but in no event shall the number of Directors be less than one (1). The names and addresses of the persons who are to serve as initial Directors until the first annual meeting of the shareholders of the corporation or until successor Directors are elected and shall qualify are as follows:

Larry S. Rosen	840 Lake Evalyn Drive Maitland, Florida 34747
Peter Gerber	2305 N. Atlantic Boulevard Fort Lauderdale, FL 33305

ARTICLE VII
COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 607.0203(1), Fla. Stat., the corporation's corporate existence shall be deemed to have commenced at 12:01 a.m. on June 18, 1998, or, if later, such time and date as is five business days prior to the date on which these Articles of Incorporation are filed by the Department of State.

ARTICLE VIII
INCORPORATOR

The name and address of the sole incorporator of the corporation is George A. Golder, 315 E. Robinson Street, Suite 600, Orlando, Florida 32801.

IN WITNESS WHEREOF, these Articles have been signed by the undersigned incorporator this 19 day of June, 1998.

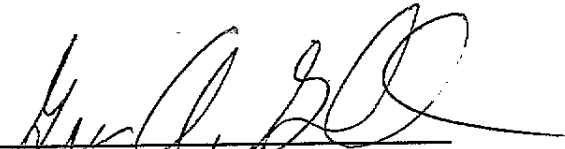


George A. Golder, Incorporator

**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

THE UNDERSIGNED, an individual resident of the State of Florida, having been named in Article V of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the corporation.

DATED, this 1st day of June, 1998.



George A. Golder, Registered Agent

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