

P98000056356



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 867811 4329479

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 122.50

ORDER DATE : June 24, 1998

ORDER TIME : 9:26 AM

ORDER NO. : 867811-005

CUSTOMER NO: 4329479

CUSTOMER: Barbara A. Egolf, Esq
BAKER & HOSTETLER

200 South Orange Avenue
Suntrust Center Suite 2300
Orlando, FL 32802-0112

800002570648--4

DOMESTIC FILING

NAME: LURES & MORE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cassandra Bryant

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 24 AM 11:11

RECEIVED
98 JUN 24 AM 12:29
DIVISION OF CORPORATIONS
5/24/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 24 AM 11:11

Articles of Incorporation
of
LURES & MORE, INC.

ARTICLE I

Name and Duration

The name of the Corporation is Lures & More, Inc. The duration of the Corporation is perpetual.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 5107 Lobo Court, Orlando, Florida 32819.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 2300 Sun Trust Center, 200 South Orange Avenue, in the City of Orlando, County of Orange. The name of the registered agent at such address is A.G.C. Co.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is 100,000 shares of Common Stock ("Common Stock"), \$0.01 par value per share.

ARTICLE VI

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Christopher N. Fountas	2300 Sun Trust Center 200 South Orange Avenue Post Office Box 112 Orlando, Florida 32802

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time as provided by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of

Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Preemptive Rights

Every shareholder, upon the sale of any additional stock of this Corporation of the same kind, class or series as that which he already holds or of any bonds, debentures, or other securities convertible into stock 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 early as may be done without the issuance of fractional shares) subject to the same terms and at the same price at which such stock is offered to others.

ARTICLE X

Cumulative Voting

At all elections of directors, each holder of Common Stock is entitled to as many votes as equals the number of his shares of Common Stock multiplied by the number of directors to be elected and he may cast all of such votes for a single director or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

ARTICLE XI

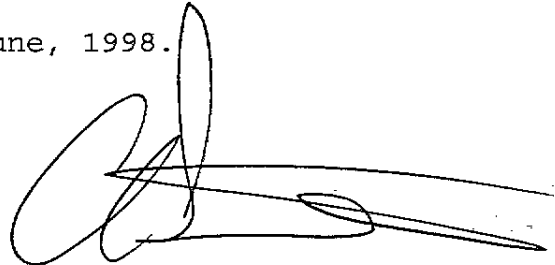
Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED this 22nd day of June, 1998.

By:

A handwritten signature in black ink, appearing to be 'Christopher N. Fountas', written over a horizontal line.

Christopher N. Fountas, Incorporator

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 24 AM 11:11

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That Lures & More, Inc. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named A.G.C. Co., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that it is familiar with §607.0501, Florida Statutes.

By: _____

as Vice President of A.G.C., Co.

DATED: June 22, 1998