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Syprett, Meshad, Resnick & Lieb
ATTORNEYS AT LAW

August 14, 1998

John D. Dumbaugh**
Teresa D. Jones**
Peter J. Krotec
M. Joseph Lieb, Jr.***
John W. Meshad**
Michael L. Resnick
Jim D. Syprett*
F. Scott Westheimer

* Board Certified Civil Trial Lawyer
** Board Certified Real Estate Lawyer
*** Certified Circuit Court Mediator
+ Also Admitted in Alabama

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Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE
8/14/98

Re: FIRST TRY, INC.

Dear Sir or Madam:

Enclosed please find the original and one copy of proposed Articles of Incorporation for the above-referenced corporation. I would appreciate your filing the Articles and returning one certified copy to this office. Our check in the amount of \$122.50 is enclosed to cover the following costs:

Filing Fee	\$35.00
Designation	35.00
Certified Copy	<u>52.50</u>
Total	\$122.50

Thank you for your attention to this matter. If you should have any questions or need further information in this matter, please call me collect.

Very truly yours,

Verna Williams

Verna Williams
Paralegal for
John D. Dumbaugh

Enc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FIRST TRY, INC.

EFFECTIVE DATE
8/14/98

THESE ARTICLES OF INCORPORATION are hereby adopted by the undersigned incorporator of this corporation for pecuniary profit under the Florida Business Corporation Act.

ARTICLE I
NAME AND LOCATION OF AGENT AND OFFICES

Section 1.1 Name. The name of the corporation shall be FIRST TRY, INC.

Section 1.2 Principal Office and Place of Business. The principal office of the corporation shall be located at 1900 RINGLING BOULEVARD, SARASOTA, FLORIDA, 34236, with a post office address which is P.O. BOX 1238, SARASOTA, FLORIDA, 34230-1238. The principal place of business of the corporation shall be the same as the principal office. The corporation may change the location of the foregoing offices or the post office address, transact business at other places within or without the State of Florida and establish branch offices within or without the State of Florida, all as the Board of Directors may from time to time determine.

Section 1.3 Initial Registered Agent and Office; Statement of Acceptance. The Registered Agent for the corporation to accept service of process within the State of Florida shall be JOHN D. DUMBAUGH, ESQ. The initial Registered Office street address of the Registered Agent shall be 1900 RINGLING BLVD., SARASOTA, FLORIDA, 34236. The initial Registered Agent hereby states that the Registered Agent is familiar with, and accepts, the obligations of this position.

ARTICLE II
COMMENCEMENT AND DURATION

Section 2.1 Commencement of Corporate Existence. The corporation's existence shall commence at 12:01 A.M. on the date of subscription and acknowledgment hereof, which date shall be within (5) business days prior to the filing hereof by the Department of State.

Section 2.2 Duration. The corporation shall have perpetual existence, or until dissolved according to law.

ARTICLE III
PURPOSE AND POWERS

Section 3.1 Purpose. The general purpose for which the corporation is initially organized shall be to transact any and all lawful business for which a corporation may be incorporated under the laws of Florida, and to do everything necessary or convenient

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

for the accomplishment of said purpose, and to do all other things incidental thereto or connected therewith that are not prohibited by law, and to carry out said purpose in any state, territory, district or possession of the United States or in any foreign country, to the extent not prohibited by law therein.

Section 3.2 Powers. The corporation shall have and exercise all of the corporate powers enumerated in or otherwise permitted under the Florida General Corporation Act.

ARTICLE IV AUTHORIZED SHARES

Section 4.1 Class, Number and Par and Description. The shares of stock authorized hereunder shall not be divided into classes and shall consist of one (1) class of common stock only. The aggregate number of shares of stock which the corporation shall be authorized to issue and have outstanding at any one time shall be limited to one thousand (1,000) shares at \$1.00 par value. These shares shall have unlimited voting rights and are entitled to receive the net assets of the corporation upon dissolution.

Section 4.2 Consideration. The consideration for the issuance of said shares, or any part thereof, shall be money current of the United States of America, or property or services of value at least equivalent to the stock issued as fixed and determined by the Board of Directors of said corporation. Whenever any share or shares of stock are issued in consideration of payment to be made in property or in services, the fair and just value of the property to be transferred or the services performed as a consideration for the issuance of said stock shall be affixed by the Board of Directors of the corporation. Any and all shares of stock of the corporation which shall be issued for the consideration, or for not less than the consideration in cash, property, or services, shall be fully paid and nonassessable.

Section 4.3 No Preemptive Rights. The shareholders of the corporation shall have no preemptive rights granted by the Articles of Incorporation to acquire unissued or treasury shares of the corporation or securities of the corporation convertible into or carrying a right to subscribe to or acquire shares.

Section 4.4 Plurality Voting. Shareholder voting shall be on a plurality basis. The shareholders of the corporation shall not be entitled to vote their shares cumulatively in elections for the Board of Directors.

ARTICLE V GENERAL

Section 5.1 Amendment. The Articles of Incorporation may be amended from time to time only by action of the Board of Directors


and the shareholders in accordance with applicable law.

Section 5.2 Organization Meeting of Directors. After the corporate existence begins, an organizational meeting of any initial directors and/or incorporators, as the case may be, shall be held, at the call of a majority, to elect directors if needed, appoint officers, adopt Bylaws, and transact other necessary business. The persons calling the meeting shall give three (3) days' advance written notice of the time and place of the meeting to each person called.

Section 5.3 Incorporators. The name and address of the incorporator executing this instrument are as follows: JOHN D. DUMBAUGH, 1900 RINGLING BLVD., SARASOTA, FLORIDA, 34236.

IN WITNESS WHEREOF, the undersigned executed this instrument this 14th day of August, 1998.

SIGNATOR:

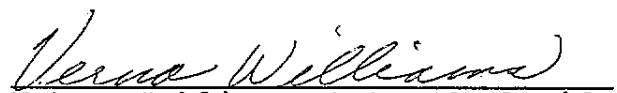

JOHN D. DUMBAUGH,
Incorporator & Registered Agent

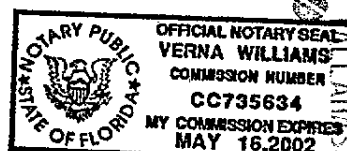
STATE OF FLORIDA)

COUNTY OF SARASOTA)

BEFORE ME, the undersigned authority, personally appeared JOHN D. DUMBAUGH, who is personally known to me to be the person described in or produced personally known as identification and who executed the above instrument, and who did freely and voluntarily acknowledge before me according to law the execution of the same for the uses and purposes stated therein.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, in said County and State this 14th day of August, 1998.


Notary Public - State of Florida
My commission expires:



SECRETARY OF STATE
TAMM STEE, FLORIDA

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