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October 16, 1998

FILED  
SECRETARY OF STATE  
OCT 28 PM 2:51  
DIVISION OF CORPORATIONS

Florida Department of State  
Division of Corporations  
Corporate Records Bureau  
Post Office Box 6327  
Tallahassee, Florida 32301

Re: Seek-U-Out, Inc.

100002669071--8  
-10/21/98--01049--009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Gentlemen:


Enclosed for filing are the proposed Articles of Incorporation for Seek-U-Out, Inc.

Also enclosed is a check in the amount of \$78.75 to cover the following:

- |    |                              |         |
|----|------------------------------|---------|
| 1. | Filing fee                   | \$35.00 |
| 2. | Certified copy of Articles   | 8.75    |
| 3. | Registered agent designation | 35.00   |

Please file the original Articles and forward a certified copy of the Articles to the undersigned.

Kindest regards,

  
Donald Y. Bennett

DYB:pl  
Enclosure

*Handwritten notes:*  
11/9/98 2400  
2553

F. CHESSEN OCT 22 1998



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

October 22, 1998

DONALD Y BENNETT ESQUIRE  
1800 SECOND ST STE 735  
SARASOTA, FL 34236

SUBJECT: SEEK-U- OUT, INC.  
Ref. Number: W98000024001

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We have received your document for SEEK-U- OUT, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities 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) 487-6904.

Freida Chesser  
Corporate Specialist

Letter Number: 798A00052082

ARTICLES OF INCORPORATION  
OF  
SEEK-U-OUT, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be SEEK-U-OUT, INC.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 7500 shares. All such shares shall be of a single class, designated as common and a par value of \$0.10 each.

ARTICLE IV

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

ARTICLE V

The corporation elects to have preemptive rights.

ARTICLE VI

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the

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person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

#### ARTICLE VII

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this corporation.

#### ARTICLE VIII

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

#### ARTICLE IX

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of one director whose name and address is as follows:

Marta A. Celeste  
4178 Central Sarasota Parkway, Unit 318  
Sarasota, Florida 34238

#### ARTICLE X

The initial registered agent of the corporation is Marta A. Celeste. The street address of the corporation's initial registered office is 4178 Central Sarasota Parkway, Unit 318, Sarasota, Florida 34238.

ARTICLE XI

The principal place of business and mailing address of this corporation shall be: 4178 Central Sarasota Parkway, Unit 318, Sarasota, Florida 34238.

ARTICLE XII

The name and address of the incorporator to these Article of Incorporation is Marta A. Celeste and the address is 4178 Central Sarasota Parkway, Unit 318, Sarasota, Florida 34238.

The undersigned incorporator has executed these Articles of Incorporation this 19 day of October, 1998.

  
Marta Celeste, Incorporator

**CERTIFICATION OF ACCEPTANCE OF DESIGNATION  
AS REGISTERED AGENT**

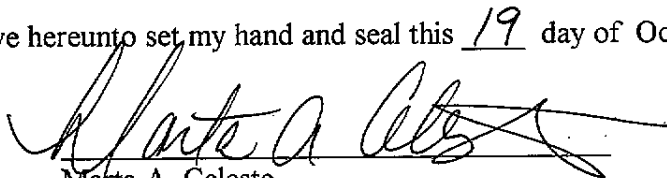
The undersigned, Marta A. Celeste, having been designated as Registered Agent to accept service of process for Seek-U-Out, Inc., hereby accepts such designation and agrees to act in this capacity, and further agrees to comply with the provisions of the applicable Florida Statutes relative to keeping open the registered office of the corporation at the place designated in the Articles of Incorporation as follows:

Registered Agent: Marta A. Celeste

Registered Office: 4178 Central Sarasota Parkway, Unit 318  
Sarasota, Florida 34238

The undersigned Registered Agent is familiar with and accepts the obligations of Section 607.325, Florida Statutes (1985).

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 19 day of October, 1998.

  
Marta A. Celeste

DESIG.AGT

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