

P99000008294



ACCOUNT NO. : 072100000032

REFERENCE : 114789 81599A

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Piguet

ORDER DATE : January 27, 1999

ORDER TIME : 3:07 PM

ORDER NO. : 114789-005

CUSTOMER NO: 81599A

CUSTOMER: Marc P. Ossinsky, Esq
MARC P. OSSINSKY, P.A.
MARC P. OSSINSKY, P.A.
210 North Wymore Road

100002756601--6

Winter Park, FL 32789

DOMESTIC FILING

NAME: THEORY3, 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: Tamara Odom

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 27 PM 6:12

RECEIVED
99 JAN 27 PM 3:53
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

THEORY³, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 27 PM 6:12

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation:

Article 1. Name and Address. The name and address of the Corporation is:

THEORY³, INC.
5626 Minaret Ct., Orlando, FL 32821

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

- a. to engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way;
- b. to do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them;

Article 4. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

Article 5. Initial Registered Office and Agent. The street address of the initial registered office of the Corporation is 210 N. Wymore Rd., Winter Park, FL 32789 and the name of its initial Registered Agent at that address is Marc P. Ossinsky.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is three. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The name and address of each initial Director of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Jason Barber	5626 Minaret Ct., Orlando, FL 32821
Russell Rothan	P.O. Box 690565, Orlando, FL 32869-0565
Daniel Deutsch	P.O. Box 22623, Lake Buena Vista, FL 32830

Article 7. Incorporators. The name and address of each Incorporator is as follows:

Daniel Deutsch
P.O. Box 22623, Lake Buena Vista, FL 32830

Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 9. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 10. Stock Transfer Restrictions. Shares of capital stock of the Corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors:

<u>Shareholder</u>	<u>Number of Shares</u>
Jason Barber	333
Russell Rothan	333
Daniel Deutsch	334

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.

Article 11. Rights of Initial Directors. Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.

Article 12. Bylaws. The power to adopt, alter, amend, and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments, and repeals of the Bylaws must be approved by a majority of the Shareholders.

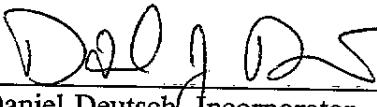
Article 13. Commencement of Corporate Existence. In accordance with Fla. Stat. § 607.0203, the date when corporate existence shall commence is January 27, 1999.

Article 14. Preemptive Rights. Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

- a. any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or
- b. any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms, and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 26 day of January, 1999.


Daniel Deutsch, Incorporator

STATE OF FLORIDA)

ss.

COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 26 day of January, 1999, by Daniel Deutsch as Incorporator of THEORY³, INC., a corporation, on behalf of the corporation, who is personally known or produced _____ as identification.


Notary Public


My Commission expires: _____



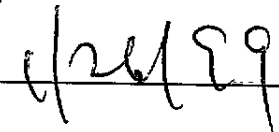
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
UPON WHOM PROCESS MAY BE SERVED,
AND ACCEPTANCE BY REGISTERED AGENT**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

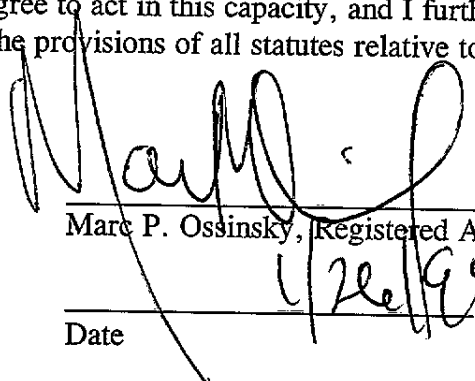
THEORY³, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 5626 Minaret Ct., Orlando, FL 32821, has named Marc P. Ossinsky, located at 210 N. Wymore Rd., Winter Park, FL 32789, as its agent to accept service of process within Florida.


Daniel Deutsch

Incorporator
Title


Date

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further state that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Marc P. Ossinsky, Registered Agent


Date