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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 115427 7123830

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 28, 1999

ORDER TIME : 11:08 AM

ORDER NO. : 115427-005

CUSTOMER NO: 7123830

CUSTOMER: David S. Wainer, Iii, Esq
P. CAMPBELL FORD & ASSOCIATES,
P. CAMPBELL FORD & ASSOCIATES,
Suite 550
6 East Bay Street
Jacksonville, FL 32202

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 28 PM 3:11

DOMESTIC FILING

NAME: FUN 4 PROFIT, INC.

EFFECTIVE DATE:

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-01/28/99--01048--007
*****78.75 *****78.75

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 Lamm

EXAMINER'S INITIALS:

RECEIVED
99 JAN 28 PM 12:15
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
FUN 4 PROFIT, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 28 PM 3:11

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 - NAME

The name of this Corporation is FUN 4 PROFIT, INC.

ARTICLE II - PRINCIPAL OFFICE

The street address of the initial principal place of business and mailing address of this Corporation are 1980 Wells Road, Orange Park, Florida 32073.

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is David S. Wainer, III, 6 East Bay Street, Suite 550, Jacksonville, Florida 32202.

ARTICLE V - INDEMNIFICATION

Directors, officers, employees and agents of this Corporation shall be indemnified to the fullest extent permitted by Florida law.

ARTICLE VI - INCORPORATOR

The name and street address of the incorporator is Haney Sweda, 1980 Wells Road, Orange Park, Florida 32073.

ARTICLE VII - BYLAWS

The Board of Directors shall adopt Bylaws for this Corporation and may from time to time modify, alter, amend or rescind the same by majority vote of the members of the Board of Directors present at any regular or special meeting or by written consent of all of the members of the Board of Directors.


ARTICLE VIII - AMENDMENTS

This Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 21st day of January, 1999.



Haney Sweda for FUN 4 PROFIT, INC.



Witness

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 28 PM 3:11

Pursuant to the provisions of § 607.0501, Florida Statutes, FUN 4 PROFIT, INC., organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is FUN 4 PROFIT, INC.
2. The name and address of the registered agent and office is David S. Wainer, III, 6 East Bay Street, Suite 550, Jacksonville, Florida 32202.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, DAVID S. WAINER, III HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT.

By: 

Date: 1-27-99