McLANE, McLANE & McLANE Attorneys At Law

275 North Clearwater-Largo Road Largo, Florida 33770

Theodore F. McLane - of Counsel D. Scott McLane Sara Evelyn McLane

(727) 584-2110 Fax available upon request

March 8, 1999

EFFECTIVE DATE

Corporate Records Bureau Division of Corporations Department of State P.O. Box 6327 Tallahassee, Florida 32301

100002800471--0 -03/10/99-01041--006 *****70.00 *****70.00

RE: Center Services Corporation of Florida

Gentlemen:

I am enclosing the original and one copy of the Articles of Incorporation for Center Services Corporation of Florida along with an original and one copy of the Resident Agent form, which documents have been fully executed.

Also included is a check in the amount of \$70.00 for costs made payable to the Secretary of State.

Please return a duly certified copy of the Articles of Incorporation to my attention at your earliest convenience.

Very truly yours,

TFM:kg

Enclosures

Karen Gerth AUTHORIZATION BY PHONE TO CORRECT EST. DATE TCorp. None, DATE 3-16-99

DCC. EXAM _CB



ARTICLES OF INCORPORATION

CENTER SERVICES CORPORATION OF SOUTH FLORIDA

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THE UNDERSIGNED subscriber to these Articles of Incorporation, is a natural person competent to contract, hereby agrees to form a corporation.

ARTICLE ONE

The name of the corporation shall be CENTER SERVICES CORPORATION OF SOUTH FLORIDA

ARTICLE TWO

The corporation shall have perpetual existence beginning March 3, 1999.

ARTICLE THREE

The street address of the initial principal office of this corporation is 6033 Lexington Park, Orlando, Florida, 32819.

ARTICLE FOUR

The name of the initial registered agent of the corporation is CHRISTOPHER RALPH, whose address is 6033 Lexington Park, Orlando, Florida, 32819.

ARTICLE FIVE

The corporation is organized for the purpose of retail sales of merchandise from kiosks in malls and all other purposes not prohibited by the laws and statutes of the State of Florida or of the United States of America.

ARTICLE SIX

The corporation is authorized to issue seven-hundred and fifty (750) shares of One Dollar (\$1.00) par value common stock.

ARTICLE SEVEN

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class

or series as that which he/she already holds, shall have the right to purchase his/her pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price which it is offered to others.

ARTICLE EIGHT

Shares of capital stock of this corporation shall be initially issued to the following persons in the amount set opposite their names:

- (A) one-hundred (100) shares to CHRISTOPHER RALPH, 6033 Lexington Park, Orlando, Florida, 32819;
- (B) one-hundred (100) shares to JUDY BATSON, 773 Winter Street, North Andover, MA 01845.

ARTICLE NINE

Except as provided by law, the entire voting power for the election of directors of this corporation shall be exclusively vested in the holders of the outstanding common stock of this corporation.

ARTICLE TEN

This corporation shall initially have two directors as provided by Florida Statute 607.114(1). Such directors shall be elected by the shareholders of this corporation. The number of directors may be either increased or diminished from time to time as provided for in the by-laws of this corporation, but shall never be less than one. The name and address of the initial directors of the corporation are:

CHRISTOPHER RALPH 6033 Lexington Park Orlando, Florida 32819

JUDY BATSON 773 Winter Street North Andover, MA 01845

ARTICLE ELEVEN

The initial officers of this corporation shall be:

PRESIDENT: VICE-PRESIDENT:

JUDY BATSON

CHRISTOPHER RALPH

SECRETARY: TREASURER:

CHRISTOPHER RALPH CHRISTOPHER RALPH

ARTICLE TWELVE

These Articles of Incorporation may be amended or replaced by a two-thirds (2/3) vote of the Stockholders.

IN WITNESS WHEREOF the undersigned subscriber to these Articles of Incorporation has executed this document the day of 1999.

7/73/North Winter Street North Andover, MA 01845

STATE OF FLORID AF NOTARY Bonded By Service Ins
No. CC452746

PUBLIC No. CC452746

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Before me, the undersigned authority, appeared JUDY BATSON whose identity was established by a Massachusetts Driver's License, who after being duly sworn and deposed saith that the above Articles of Incorporation are true and correct and are signed by her as her free act and deed.

WITNESS my hand and official seal this _____ day of MARCH______, 1999.

Notary Public, My Commission Expires:

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, CHRISTOPHER RALPH, pursuant to the provisions of Florida Statute 607.501(3) accepts the appointment as Registered Agent of CENTER SERVICES CORPORATION OF SOUTH FLORIDA and the undersigned states that he is familiar with and accepts the obligations of the position of Registered Agent.

Dated this, the _____ day of ________, 1999.

CHRISTOPHER RALPH, REGISTERED AGENT

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SEERLANDSSEE, FLORIDA