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Wasserman & Walters

ATTORNEYS AT LAW

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

David A. Wasserman  
Lawrence G. Walters  
Scott R. Rost

May 5, 1999

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

700002869587--5  
-05/10/99--01116--024  
\*\*\*\*\*122.50 \*\*\*\*\*78.75

**Re: Associated Capital Holdings, Inc.**

Dear Correspondent:

Enclosed herewith are the original and one copy of the Articles of Incorporation for the above-referenced corporation.

Also, enclosed is our firm's check in the amount of \$122.50 to cover the cost of the Filing Fee, Certified Copy of Charter and Registered Agent Fee.

Please return to us a certified copy of the Articles of Incorporation in the enclosed envelope.

Thank you for your cooperation in this matter.

Very truly yours,

Scott R. Rost

SRR/cw  
Encls.

**FILED**  
99 MAY 10 AM 8:59  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

228 Park Avenue North  
Suite B  
Winter Park, FL 32789  
Tel (407) 539-1140  
Fax (407) 539-1126  
e-mail: info@1st-amendment.com

Aircraft accessible office:  
Spruce Creek Fly-In  
210 Cessna Blvd.  
Suite A  
Daytona Beach, FL 32124  
Tel (904) 760-8890

Reply to: **Winter Park**

**ARTICLES OF INCORPORATION  
OF  
ASSOCIATED CAPITAL HOLDINGS, INC.**

**ARTICLE I. NAME**

The name of this corporation shall be Associated Capital Holdings, Inc.

**ARTICLE II. PRINCIPAL OFFICE**

The address of this corporation's principal office shall be: 300 North Park Avenue, Suite 201,  
Winter Park, Florida 32789.

**ARTICLE III. MAILING ADDRESS**

The mailing address of the Corporation is 300 North Park Avenue, Suite 201, Winter Park,  
Florida 32789.

**ARTICLE IV. CAPITAL STOCK**

This corporation shall have the authority to issue 100 shares of common capital stock at a par  
value of \$1.00 per share.

**ARTICLE V. PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash by this corporation of any shares of new capital  
stock of the same kind, class, or series, as that which the shareholder already holds, shall have the  
preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance  
of fractional shares) at the price at which such shares are offered to others.

**FILED**  
99 MAY 10 AM 8:59  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

## **ARTICLE VI. TRANSFER RESTRICTIONS**

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions  
Imposed By This Corporation's Articles Of Incorporation, A Copy Of  
Which Is On File At This Corporation's Principal Office."

## **ARTICLE VII. INITIAL REGISTERED OFFICE & AGENT**


The name of the individual who shall serve as this corporation's initial registered agent and address is: Scott R. Rost, Esquire, 228 Park Avenue North, Suite B, Winter Park, Florida 32789.

Articles Of Incorporation Of Associated Capital Holdings, Inc.

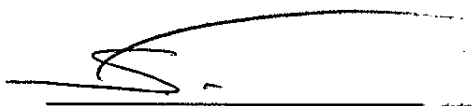
**ARTICLE VIII. INCORPORATOR**

The name and address of the individual who shall serve as this corporation's incorporator are:

Scott R. Rost, Esquire, 228 Park Avenue North, Suite B, Winter Park, Florida 32789.

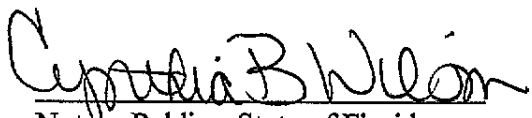
  
\_\_\_\_\_  
Scott R. Rost - Incorporator

I hereby accept my designation as registered agent and agree to serve as the registered agent of Associated Capital Holdings, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Associated Capital Holdings, Inc.

  
\_\_\_\_\_  
Scott R. Rost - Registered Agent

State Of Florida  
County Of Orange

On 5/5/99, Scott R. Rost, designated above as the individual who shall serve as the corporation's initial registered agent and incorporator, who is personally known to me, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles Of Incorporation Of Associated Capital Holdings, Inc.

  
\_\_\_\_\_  
Notary Public - State of Florida  
my commission expires: \_\_\_\_\_

(SEAL)



Articles Of Incorporation Of Associated Capital Holdings, Inc.

**FILED**  
99 MAY 10 AM 8:55  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA