

P99000066754

G. Stephen Manning, P.A.

9471 BAYMEADOWS ROAD, SUITE 104
JACKSONVILLE, FLORIDA 32256

STEVE MANNING
MEMBER FL AND KY BARS

PLEASE REPLY TO:
POST OFFICE BOX 550908
JACKSONVILLE, FLORIDA 32255-0908

TELEPHONE
(904) 739-8223

TELECOPIER
(904) 739-9378

MOBILE
(904) 463-2205

EFFECTIVE DATE
7-19-99

July 20, 1999

VIA OVERNIGHT MAIL

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

600002937466-1
-07/21/99--01049--006
****122.50 *****78.75

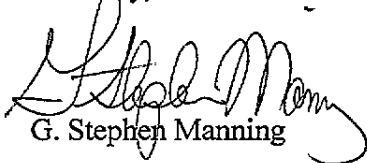
RE: Articles of Incorporation of Peerless Big Apple, Inc.

Dear Sir/Madam:

Enclosed for filing is an original and one (1) copy of the executed Articles of Incorporation for Peerless Big Apple, Inc., and a Certificate designating the registered agent. Also enclosed is a check in the amount of \$122.50 for the filing fee and a certified copy of the Certificate of Incorporation after filing. **Please return the certified copy to the undersigned at Post Office Box 550908, Jacksonville, Florida 32255-0908.**

Please call me should any additional information be required or should you have any questions concerning these documents.

Sincerely,


G. Stephen Manning

GSM/mlc

FILED
99 JUL 21 AM 7:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7-28-99

ARTICLES OF INCORPORATION

OF

PEERLESS BIG APPLE, INC.

EFFECTIVE DATE

7-19-99

The undersigned, G. Stephen Manning, 9471 Baymeadows Road, Suite 104, Jacksonville, Florida 32256 incorporator and subscriber to these Articles of Incorporation of Peerless Big Apple, Inc. (the "Corporation"), being a natural person, competent to contract, does hereby present these Articles for the formation of a Corporation under the laws of the State of Florida and the Florida Business Corporation Act, Chapter 607, Florida Statutes.

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CLERK OF STATE
TALLAHASSEE FLORIDA

ARTICLE I. NAME

The name of this Corporation is Peerless Big Apple, Inc. The mailing address of the Corporation is Peerless Big Apple, Inc., 9471 Baymeadows Road, Suite 106, Jacksonville, Florida 32256.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is: To engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock without par value.

The consideration for the issuance of shares may be paid, in whole or in part, in cash, services or other property, tangible or intangible. Shares may not be issued until the full amount of the consideration therefore has been paid. When payment of the consideration for which shares are to be issued is received, such shares shall be deemed to be fully paid and non-assessable. In the

absence of fraud, the judgment of the Board of Directors as to the value of the consideration received for shares shall be conclusive.

ARTICLE IV. SPECIAL PROVISIONS

The stock of this Corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary to qualify as Section 1244 stock may be taken by the Board of Directors or appropriate Officers of the Corporation. The Corporation elects to have preemptive rights as provided in Section 607.0630, Florida Statutes.

ARTICLE V. TERM OF EXISTENCE

The existence of this Corporation shall begin on the date of the Florida Department of State's filing of these Articles of Incorporation, or July 19, 1999, whichever is earlier, and shall continue perpetually thereafter until dissolved according to law.

ARTICLE VI. ADDRESS, REGISTERED AGENT, RESIDENT AGENT

The street address of the principal office of this Corporation in the State of Florida is 9471 Baymeadows Road, Suite 106, Jacksonville, Florida 32256. The initial registered agent for service of process shall be G. Stephen Manning, at 9471 Baymeadows Road, Suite 104, Jacksonville, Florida 32256. The Board of Directors may, from time to time, move the registered and principal office to any other address in Florida. The Board of Directors may, from time to time, designate a different person as registered agent and resident agent to accept service of process.

ARTICLE VII. DIRECTORS

This Corporation shall consist of two (2) Directors. The initial directors shall be Kevin R. Kohn and G. Stephen Manning. The number of Directors may be increased or diminished from time to time by resolution adopted by the Shareholders, but may never be less than one (1).

ARTICLE VIII. POWERS

In furtherance, and not in limitation, of the powers conferred by statute, the Board of Directors is expressly authorized:

To make and alter the By-laws of this Corporation, to fix the amount, if any, to be reserved as working capital over and above its capital stock paid in, to authorize and cause to be executed mortgages and liens upon the real and personal property of this Corporation.

To determine and fix the compensation of Officers, Directors, agents and employees of this Corporation; to adopt any profit-sharing, pension or deferred compensation plan or program, and to determine the contributions to be made by this Corporation thereto; to enter into employment contracts with Officers, Directors, agents and employees of this Corporation and to provide therein for regular compensation, bonuses, stock options, deferred compensation, retirement and other benefits. The interest of any Director in any of the foregoing matters or in any other matter shall not disqualify such Director from participation in the consideration of such matter or from voting thereon and shall not affect the validity of any action of the Board of Directors in respect of such matters.

To enter into, or become a partner in, any arrangement for sharing profits and losses, partnership, joint venture or otherwise, with any person, firm, or corporation; to carry on any business which this Corporation has the direct or incidental authority to pursue.

The Corporation may, in its By-laws, confer powers upon its Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon them by statute.

ARTICLE IX. LIMITATION OF LIABILITY

Each Director, Shareholder and Officer, in consideration for his/her services, shall, in the absence of fraud, be indemnified and held harmless by the Corporation, whether then in office or not, for the reasonable cost and expenses incurred by him/her in connection with the defense of or for advice concerning any claim asserted, cause of action filed or civil penalties assessed or proceedings brought against him/her by reason of his/her being or having been a Director, Shareholder or Officer of the Corporation or any subsidiary of the Corporation whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be in addition to any other rights to which any Officer, Director or Shareholder may be entitled as a matter of law.

ARTICLE X. AMENDMENT

This Corporation reserves the right to amend, alter, change or repeal any provision contained in its Articles of Incorporation, in a manner now or hereafter prescribed by statute, and all rights conferred upon Shareholders herein are granted subject to this reservation.

Without limiting the generality of the preceding paragraph, the Articles of Incorporation of the Corporation may be amended to change the business purpose of this Corporation to provide for any lawful purpose.

ARTICLE XI. CONTRACT

No contract or other transaction between this Corporation and any person, firm or corporation shall be affected by the fact that any Director or Officer of this Corporation, individually or jointly, is a party to, or is interested in, such contract or transaction, or by the fact that any Director or Officer of this Corporation is a Director or Officer of such other corporation.

ARTICLE XII. RESTRICTIONS ON TRANSFER OF STOCK

The Shareholders may, by By-law provision or by Shareholders' Agreement recorded in the minute book of the Corporation, impose such restrictions on the sale, transfer, or encumbrance of the stock of the Corporation as they may see fit.

ARTICLE XIII. PREEMPTIVE RIGHTS

Each shareholder of the Corporation shall have preemptive rights as set forth in the Florida Business Corporation Act, Chapter 607, Florida Statutes.

The UNDERSIGNED, being the original incorporator hereinbefore named for the purpose of forming a Corporation to do business in the State of Florida, under the laws of the State of Florida, does make, subscribe, acknowledge and file these Articles, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set his hand on this 19th day of

July, 1999.

INCORPORATOR:

G. Stephen Manning
G. STEPHEN MANNING

STATE OF FLORIDA
COUNTY OF DUVAL

Before me personally appeared Incorporator G. STEPHEN MANNING, to me well known or who produced a drivers license as identification, and who executed the foregoing Articles of incorporation and acknowledged to and before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 19th day of July, 1999.

 Michelle O'Rourke
My Commission CC780105
Expires October 4, 2002

Michelle O'Rourke
Notary Public, State of Florida
at Large

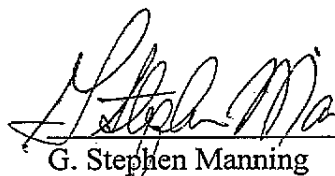
Michelle O'Rourke
Printed Name of Notary

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, MAKING
AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 607, Florida Statutes, the following is submitted, in compliance with said Act:

That Peerless Big Apple, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, to be at 9471 Baymeadows Road, Suite 106, County of Duval, State of Florida, has named G. Stephen Manning, whose address is 9471 Baymeadows Road, Suite 104, Jacksonville, County of Duval, State of Florida 32256, as its agent to accept service of process within the State.

Having been named in the Articles of Incorporation to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby accept and agree to act in this capacity and agree to comply with the provisions of the Florida Business Corporation Act relative to keeping open said office.


G. Stephen Manning

FILED
99 JUL 21 AM 7:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA