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99 NOV 29 PM 3:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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JOEL I. HOFFMAN*
RONALD E. LYONS*

*ADMITTED IN MD & DC

November 24, 1999

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

300003056043--4
-11/29/99--01153--002
*****87.50 *****87.50

Re: Apple Designs, Inc.
Our File No. 945.01

200003056042--7
-11/29/99--01153--001
*****50.00 *****50.00

To Whom It May Concern:

Enclosed please find an original and one copy of Articles of Incorporation for "Apple Designs, Inc." This entity, which was originally incorporated in the State of Maryland and qualified, as a foreign corporation, in Florida, is now being domesticated as a Florida corporation. Accordingly, we are also enclosing a Certificate of Domestication.

It is our understanding that the fees associated with these filings include \$50.00 for the Certificate of Domestication and \$87.50 as the filing fee for the Articles of Incorporation which includes a certified copy and Certificate of Status. Should you have any questions regarding this, please do not hesitate to contact me.

Very truly yours,

HOFFMAN & LYONS, P.C.

Ronald E. Lyons

REL:ccr
Enclosures

PH 12/3/99

FLORIDA DEPARTMENT OF STATE, SECRETARY OF STATE

CERTIFICATE OF DOMESTICATION

FILED

The undersigned, Susan Erhart, President
(Name) (Title)

of Apple Designs, Inc.
(Corporation Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
a foreign corporation

in accordance with Florida Statutes, section 607.1801 does hereby certify:

1. The date on which corporation was first formed was August 23, 1985
2. The jurisdiction where the above named corporations was first formed, incorporated, or otherwise came into being was Maryland
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Apple Designs, Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to ss. 607.0202 and 607.0401 with this certificate is Apple Designs, Inc.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was
Maryland

I am President, of Apple Designs, Inc.

and am authorized to sign this certificate of Domestication on behalf of the corporation and have done so this the 23rd day of November 19 99

Susan Erhart
(Authorized Signature)

Filing Fee:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

ARTICLES OF INCORPORATION

FILED

OF

99 NOV 29 PM 3:46

APPLE DESIGNS, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The undersigned, Susan Erhart, of 420 Arbor Circle, Celebration, FL 34747, being at least 18 years of age or older, hereby forms a corporation under the general laws of the State of Florida.

SECOND: The name of the corporation, which is hereinafter called the Corporation, is Apple Designs, Inc.

THIRD: The duration of the Corporation shall be perpetual.

FOURTH: The purposes for which the Corporation is formed and business or objects to be carried on and promoted by it are as follows:

To engage in all aspects of the graphic design, engineering, drafting, construction, placement and installation of commercial signage, informational directories and advertising for roadways, airports and buildings.

To manufacture and purchase or otherwise acquire, invest in, own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, trade in, and deal with goods, wares and merchandise and personal property of every class and description. To design, develop, manufacture, construct, improve, install, repair, acquire, sell, lease, mortgage, import, export, trade in, and deal with electronic machines and supplies, devices and supplies and such other machines, devices and supplies as may be useful in carrying out the purpose of the Corporation.

To apply for, obtain, purchase, or otherwise acquire any patents, copyrights, licenses, trade-marks, trade-names, rights, processes and the like, which may seem capable of being used for any of the purposes of the corporation; and to use, exercise, develop, grant licenses, in respect of, sell and otherwise turn to account, the same.

In aid of, or in connection with, the foregoing, or in the use, management, improvement, or disposition of its property, and in addition to all other powers conferred by law, the Corporation shall have power:

(a) To engage in any other manufacturing, mercantile, or merchandising business of any kind or character whatsoever, and

to that end to acquire, own, hold, and dispose of any and all property of any nature.

(b) To purchase, lease, rent, hire, or otherwise acquire, hold, own, develop, improve and in any manner dispose of, and to aid and subscribe toward the acquisition, development or improvement of, real and personal property, and rights and privileges therein, suitable or convenient for any of the business of the Corporation.

(c) To purchase, lease, rent, hire or otherwise acquire, hold, own, construct, erect, improve, manage, operate and in any manner dispose of, and to aid and subscribe toward the acquisition, construction or improvement of plants, mills, factories, works, buildings, machinery, equipment and facilities, and any other property or appliances which may appertain to or be useful in the conduct of any of the business of the Corporation.

(d) To apply for, obtain, purchase or otherwise acquire, any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulas, and the like, which may seem capable of being used for any of the purposes of the Corporation and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

(e) To engage in and carry on any other business which may conveniently be conducted in conjunction with any of the business of the Corporation.

(f) To acquire the whole or any part of the goodwill, rights, property, and business of any person, firm, association or corporation heretofore or hereafter engaged in any business similar to any business which the Corporation has the power to conduct, and to hold, utilize, enjoy and in any manner dispose of the whole or any part of the rights, property and business so acquired, and to assume in connection therewith any liabilities of any such person, firm, association, or corporation.

(g) To acquire, by purchase, subscription, or in any other manner, take, receive, hold, use, employ, sell, assign, transfer, exchange, pledge, mortgage, lease, dispose of, and otherwise deal in and with, any shares of stock, shares, bonds, debentures, notes, mortgages or other obligations any certificates, receipts, warrants or other instruments evidencing rights or option to receive, purchase, or subscribe for the same, or representing any other rights or interests therein or in any property or assets, issued or created by any persons, firms, association, corporations, syndicates or by any governments or subdivisions

thereof; and to possess and exercise in respect thereof any and all the rights, powers and privileges of individual holders.

(h) To purchase or otherwise acquire and to hold, sell or otherwise dispose of, and to retire and reissue, shares of its own stock of any class in any manner now or hereafter authorized or permitted by law.

(i) To borrow or raise money for any of the purposes of the Corporation, and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for monies so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon by mortgage or pledge or conveyance of assignment in trust of the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, debentures, notes or other obligations of the Corporation for its corporate purposes.

(j) To guarantee the payment of dividends upon any shares of stock or shares in, or the performance of any contract by, any other corporation or association in which Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either of any bonds, debentures, notes or other evidences of indebtedness created or issued by any such corporation or association. In no way shall this Corporation act as a surety company.

(k) To carry out all or any part of the foregoing objects as principal, trustee, factor, agent, contractor, or otherwise, either alone or through or in conjunction with any person, firm, association, or corporation, and in carrying on its business and for the purpose of attaining or furthering any of its objects and purposes, to make and perform any contracts and to do any acts and things and to exercise any powers suitable, convenient or proper for the accomplishment of any of the objects and purposes herein enumerated or incidental to the powers herein specified, or which at any time may appear conducive to or expedient for the accomplishment of any of such objects and purposes.

(l) To carry out all or any part of the aforesaid objects and purposes, and to conduct its business in all or any of its branches, in any or all states, territories, districts and possessions of the United States of America and in foreign countries; and to maintain offices and agencies in any or all

states, territories, districts and possessions of the United States of America and in foreign countries.

The foregoing objects and purposes shall, except when otherwise expressed, be in no way limited or restricted by reference to or inference from, the terms of any other clause of this or any other Article of these Articles of Incorporation or of any amendment thereto, and shall each be regarded as independent, and construed as powers as well as objects. and purposes.

The Corporation shall be authorized to exercise and enjoy all the powers, rights, and privilege granted to, or conferred upon corporations of a similar character by the General Laws of the State of Florida now or thereafter in force, and the enumeration of the foregoing powers shall not be deemed to exclude any powers, rights, or privilege so granted or conferred.

FIFTH: The post office address of the place at which the principal office of the Corporation in the State of Florida will be located is 1146 Celebration Boulevard, Celebration, FL 34747. The resident agent of the Corporation is Susan M. Erhart, 420 Arbor Circle, Celebration, FL 34747.

SIXTH: The Corporation shall have one (1) director until such time as shares of stock of this corporation are issued and outstanding. At such time as stock is outstanding, the number of directors shall not be less than three (3) nor more than seven (7), except that the number of directors may be less than three (3) at any time the number of stockholders shall be less than three (3). In no event may the number of directors be less than the number of stockholders of the corporation nor less than one. The number of directors to be chosen within the maximum and minimum limits shall be determined in the manner prescribed in the Bylaws. Susan M. Erhart shall act as director until the first annual meeting, or until her successor is duly chosen and qualified.

SEVENTH: The total number of shares of the authorized capital stock of the Corporation shall be ten thousand (10,000) with a par value of One Dollar (\$1.00) per share and an aggregate par value of Ten Thousand Dollars (\$10,000.00) for all shares. The Corporation shall commence business with a capitalization of at least One Thousand Dollars (\$1,000.00).

EIGHTH: For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation, and regulation of the powers of the

Corporation and of its directors and stockholders, it is further provided that:

(1) In a manner consistent with Item SIXTH of these Articles of Incorporation, the number of directors of the Corporation shall be fixed as provided in its Bylaws, and may be changed from time to time by amending Bylaws as therein provided. In the case of any increase of the number of directors of the Corporation, any additional director created may be filled in the first instance in the same manner as a vacancy in the Board of Directors. A director need not be a stockholder. A majority of the directors shall constitute a quorum for the transaction of business, unless the Bylaws shall provide that a different number shall constitute a quorum, which in no case shall be less than one-third of the total number of directors, nor less than two (2) directors. The election of directors of the Corporation need not be by ballot unless its Bylaws shall so require. The directors may hold their meetings and have an office or offices outside the State of Florida, if the Bylaws so provide.

(2) The Board of Directors may, by resolution or resolutions, passed by a majority of the whole Board, designate one or more committees, each committee to consist of two or more of the directors of the Corporation, which to the extent provided in such resolution or resolutions or Bylaws of the Corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation and may have power to authorize the seal of the Corporation to be affixed to all papers which may require it.

(3) In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized:

(a) To make, alter and repeal additional and supplementary Bylaws not inconsistent with any of the Bylaws adopted in accordance with law, but any such additional or supplementary Bylaws may be altered or repealed by the members or stockholders;

(b) To determine, from time to time, whether and to what extent and at what times and places and under what conditions and regulations and accounts and books of the Corporation, or any of them, shall be open to the inspection of its stockholders; and no stockholder shall have any right to inspect any account or book or document of the Corporation except as conferred by the laws of the State of Florida, unless and

until authority so to do by resolution of the Board of Directors or of the stockholders of the Corporation;

(c) Without the assent or vote of the stockholders of the Corporation, to authorize and issue obligations of the Corporation, secured or unsecured, on such terms and conditions as to redeemability, convertibility or as the Board of Directors, in its sole discretion, may determine and to authorize the mortgaging or pledging of any property of the Corporation, real or personal, including after acquired property;

(d) To fix from time to time the amount of any funds or assets of the Corporation available for dividends to be reserved as working capital or for any other lawful purpose and to determine whether any and, if any, what part of the net assets or net profits of the Corporation available for dividends shall be declared in dividends and paid to the stockholders of the Corporation; and all rights of the holders of the stock of the Corporation in respect of dividends shall be subject to the power of the Board of Directors so to do.

In addition to the powers and authorities hereinbefore set forth and by said laws of the State of Florida conferred upon it, the Board of Directors may exercise all such powers and do all such acts and things as may be exercised, done by the Corporation, subject, nevertheless, to the express provisions of the Articles of Incorporation, and of the Bylaws of the Corporation.

(4) Any director or officer elected or appointed by the stockholders of the Corporation or by the Board of Directors may be removed at any time in such manner as shall be provided in the Bylaws.

(5) The Board of Directors is authorized at any time or from time to time to establish and carry out such plan or plans as the Board of Directors may determine for the distribution among or sale to the officers and employees of the Corporation or any of them, in addition to any regular payments to them by way of salaries or wages of any monies or other property of the Corporation or any shares of stock of any class or classes, now or hereafter authorized, of the Corporation, in consideration or recognition of the services rendered by such officers or employees, and the Board of Directors is authorized at any time or from time to time to amend, alter or repeal and to reestablish in whole or in part any such plan or plans.

(6) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, and securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such considerations as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the Bylaws of the Corporation.

(7) In the absence of fraud, no contract or other transaction between the Corporation and any other corporation shall be in any way invalidated or otherwise affected by the fact that any one or more of the directors of the Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he, individually, or as a member of such firm or association, is so interested shall be disclosed or shall have been known to the Board of Directors or a majority of the members thereof; and any director of the Corporation who is also a director, or officer of such other corporation, or is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors or of any committee of the Corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation, or as if he were not so interested.

Any contract, transaction, or act of the Corporation or of the directors or of any committee which shall be ratified by a majority of a quorum of the stockholders of the Corporation at any annual meeting or at any special meeting called for such purpose, shall, insofar as permitted by law, be as valid and as binding as though ratified by every stockholder of the Corporation.

(8) At any time, and from time to time, any of the provisions of these Articles of Incorporation may be amended, altered, or repealed, and other provisions authorized by the statutes of the State of Florida at the time in force may be added or inserted in the manner at the time prescribed by said statutes, and all rights at any time conferred upon the stockholders of the Corporation by its Articles of Incorporation are granted subject to the provisions of this Paragraph "8".

IN WITNESS WHEREOF, I have signed these Articles of FILED
Incorporation on the 23rd day of November, 1999.

99 NOV 29 PM 3:46

WITNESS:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Susan Erhart

Susan Erhart
SUSAN ERHART

STATE OF FLORIDA)

COUNTY OF OSCEOLA) TO WIT:

I hereby certify, that on this 23rd day of November, 1999,
before me, the subscriber, a Notary Public, personally appeared
SUSAN ERHART, and acknowledged the foregoing Articles of
Incorporation to be her act.

WITNESS my hand and notarial seal the day and year last
above written.



BARBARA J MORRIS
My Commission CC551907
Expires May. 01, 2000

Barbara J. Morris
Notary Public

My Commission Expires:

CONSENT OF RESIDENT AGENT

I, SUSAN ERHART, agree to serve as resident agent for Apple
Designs, Inc. in the State of Florida.

Susan Erhart
SUSAN ERHART