

9019809 SCOTTO INC.

10/25/90

Secretary of State
Business Services and Regulation

Suite 315, West Tower

2 Martin Luther King Jr. Dr.

Atlanta, Georgia 30334-1530

CHARTER NUMBER : 9019809 DP
DATE INCORPORATED: OCTOBER 25, 1990
COUNTY : FULTON
EXAMINER : SANDRA JEAN SNOW
TELEPHONE : 404-656-2811

MAILED TO:

MICHAEL F. AXELROD
4 NORTH PKWY SU 4200 NORTHSIDE
ATLANTA GA 30327

CERTIFICATE OF INCORPORATION

I, MAX CLELAND, SECRETARY OF STATE AND THE CORPORATIONS
COMMISSIONER OF THE STATE OF GEORGIA DO HEREBY CERTIFY, UNDER THE
SEAL OF MY OFFICE, THAT

"SCOTTO INC."

HAS BEEN DULY INCORPORATED UNDER THE LAWS OF THE STATE OF GEORGIA
ON THE DATE SET FORTH ABOVE, BY THE FILING OF ARTICLES OF INCOR-
PORATION IN THE OFFICE OF THE SECRETARY OF STATE AND THE FEES
THEREFOR PAID, AS PROVIDED BY LAW, AND THAT ATTACHED HERETO IS A
TRUE COPY OF SAID ARTICLES OF INCORPORATION.

WITNESS, MY HAND AND OFFICIAL SEAL, IN THE CITY OF ATLANTA
AND THE STATE OF GEORGIA ON THE DATE SET FORTH BELOW.

DATE: OCTOBER 26, 1990



Max Cleland

MAX CLELAND
SECRETARY OF STATE

SECURITIES
656-2894

CEMETERIES
656-3079

CORPORATIONS
656-2817

CORPORATIONS HOT-LINE
404-656-2222
Outside Metro-Atlanta

90 056 371 0000

ARTICLES OF INCORPORATION
OF
SCOTTO INC.

I.

The name of the Corporation is SCOTTO INC.

II.

The Corporation is organized for profit and to engage in any lawful act or activity for which corporations may be organized under the Georgia Business Corporation Code.

III.

The Corporation shall have authority to issue not more than One Thousand (1,000) shares of Stock, all of which shares shall be of the same class, without par value per share.

IV.

Any action required by the Georgia Business Corporation Code to be taken at a meeting of the shareholders, or any action which can be taken at a meeting of the shareholders, may be taken without a meeting if written consent, setting forth the action so taken, shall be signed either by (i) persons holding all of the shares entitled to vote thereon at such meeting or (ii) persons holding shares which have the voting power to cast at least the minimum number (or numbers, in the case of voting by groups) of votes which would be necessary to take such action at a meeting at which all shares entitled to vote were present and voted; provided, however, that action by less than unanimous written consent may not be taken with respect to any election of directors as to which shareholders would be entitled to cumulative voting, all in accordance with Georgia Business Corporation Code Section 14-2-704.

OCT. 29 1980

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V.

The mailing address of the initial principal office of the Corporation shall be:

11 Clifton Avenue
Marblehead, Massachusetts 01945

VI.

The initial registered office of the Corporation shall be at Cohen Pollock Merlin, P.C., Four North Parkway Square, 4200 Northside Parkway, N.W., Fulton County, Atlanta, Georgia 30327-3020 and the initial registered agent at such address shall be Michael E. Axelrod.

VII.

The name and address of the incorporator is Michael E. Axelrod, Cohen Pollock Merlin, P.C., Four North Parkway Square, 4200 Northside Parkway, N.W., Atlanta, Georgia 30327-3020.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 25th day of October, 1990.



MICHAEL E. AXELROD

SI.AOI/DFY/C-1/094201/112477

SECRETARY OF STATE
Oct 25 3 18 PM '90
BSR (M)

COHEN POLLOCK MERLIN

A PROFESSIONAL CORPORATION

ATTORNEYS AT LAW

FOUR NORTH PARKWAY SQUARE

4200 NORTHSIDE PARKWAY, N.W.

ATLANTA, GEORGIA 30327-3020

404 262-3445

TELECOPIER 404 233-0878

October 25, 1990

VIA COURIER

Secretary of State of Georgia
Corporations Division
#2 Martin Luther King, Jr. Drive, SE
Room 306, West Tower
Atlanta, Georgia 30334

Re: Scotto Inc.
Our File #12477

Dear Sir:

To incorporate the above corporation, Scotto Inc., enclosed please find the following:

- (1) The original and one (1) conformed copy of the Articles of Incorporation of Scotto Inc.;
- (2) Our firm's check in the amount of \$60.00, payable to the Georgia Secretary of State, for filing the Articles of Incorporation;
- (3) The Certificate of Incorporator; and
- (4) Form A-100.

The name "Scotto Inc." has been reserved.

Please accept these for filing and, pursuant to the Georgia Business Corporation Code, issue a Certificate of Incorporation to the undersigned on behalf of the above corporation.

98 056

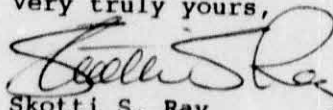
371 0003

Secretary of State of Georgia
October 25, 1990
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If any further information is required, please contact the undersigned.

Thank you for your assistance in this matter.

Very truly yours,


Skotti S. Ray
Legal Assistant

SSR:dfy

Enclosures

cc: Mr. Oreon E. Scott (w/o encl.)

SSR10-24.1/C1

CERTIFICATE OF INCORPORATOR

The undersigned, on behalf of Scotto Inc., hereby certifies as follows:

1. He is the incorporator of Scotto Inc.
2. Pursuant to Section 14-2-201.1(a) of the Georgia Business Corporation Code, a Notice of Intent to Incorporate, and payment therefor, has been delivered to The Atlanta Jewish Times, said newspaper being the official organ of the county where the registered office of the Corporation is located. The Atlanta Jewish Times has been instructed to publish the Notice of Intent to Incorporate one day per week for two (2) consecutive weeks.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand as of this 25th day of October, 1990.

Incorporator:



MICHAEL E. AXELROD

387L SYDNEY 10/29/80

*** DOCKET ***

DOCKETS ----- CORPORATION NAME ----- TYPE DISP
90299092 SCOTTO, INC. ----- DP 72
#1 Inv/Rec Amount: \$ 60.00 -----
Date-trans 1/R R

BILL-TO INFORMATION:

Name: COHEN-FOLLOWS-MERLIN, P. C.
Addr: 4200 WOODSIDE PKWY
City: ATLANTA State: GA Zip: 30327

COMMENTS:

COMMAND: INTRK (E)outline (S)top (I)invoice/parolpht processor
MESSAGE: WOULD YOU LIKE ADDITIONAL COMMENTS ON I/R ? (Y/N) N

99 056 31400006



MAX CLELAND
Secretary of State
State of Georgia

BUSINESS SERVICES AND REGULATION
Suite 315, West Tower
2 Martin Luther King Jr., Drive
Atlanta, Georgia 30334
(404) 656-2817

A100

Eff. 7/1/89
J. F. CULLION
Director

ARTICLES OF INCORPORATION DATA ENTRY FORM
FOR GEORGIA CORPORATIONS

I. R Filing Date: 10/25/90 Code: _____ Docket Number: _____
Assigned Exam: _____ Amount: \$ _____ By: 77
Charter Number: 9019809 Completed: 10/26/90

DO NOT WRITE ABOVE THIS LINE - SOS USE ONLY

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE THE REMAINDER OF THIS FORM.

II. Corporate Name: SCOTTO INC.
Mailing Address: 11 Clifton Avenue
City: Marblehead County: _____ State: Massachusetts Zip Code: 01945

III. Fees Submitted By: Cohen Pollock Merlin, P.C.
Amount Enclosed: \$ 60.00 Check Number: _____

IV. Incorporator: Michael E. Axelrod
Address: 4200 Northside Parkway, 4 North Parkway Square
City: Atlanta State: Georgia Zip Code: 30327-3020

V. Registered Agent/Office: Michael E. Axelrod
Address: 4200 Northside Parkway, 4 North Parkway Square
City: Atlanta County: Fulton State: Georgia Zip Code: 30327-3020

VI. ARTICLES OF INCORPORATION FILING CHECK-OFF LIST

	Applicant	Examiner
1. Original and one conformed copy of Articles of Incorporation	x	
2. Corporate name verification number <u>90297503</u>	x	
3. Authorized shares stated	x	
4. Incorporator's signature	x	
5. Post effective date, if applicable	x	
6. Number of pages attached:	x	

VII. Applicant/Attorney: Michael E. Axelrod Telephone: 404/262/3445
Address: 4200 Northside Parkway, 4 North Parkway Square
City: Atlanta State: Georgia Zip Code: 30327-3020

NOTICE: Attach original and one copy of the Articles of Incorporation and the Secretary of State filing fee (\$60.00). Mail or deliver to the above address. This form does not replace the Articles of Incorporation.

I understand that the information on this form will be used in the Secretary of State Corporate database. I certify that a notice of intent to incorporate and a publishing fee of \$40.00 has been mailed or delivered to an authorized newspaper, as required by law.

Signed: Scott S. Ray
Skotti S. Ray, Legal Assistant to
Michael E. Axelrod

Date: 10/25/90

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