

P00000117451

TRANSMITTAL LETTER

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

00 DEC 20 PM 4:09
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: CassidyCo, Inc.
(PROPOSED CORPORATE NAME - INCLUDING SUFFIX)

Enclosed in an original and one(1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy,
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Andrew R. Weston
255 Aragon Avenue
Suite 333
Coral Gables, FL 33134
Phone: (305) 441-1700
Fax: (305) 445-5674
Direct (305) 476-7453
Direct Fax (305) 476-7454

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-12/20/00--01085--002
*****78.75 *****78.75

NOTE: Please provide the original and one copy of the articles.

EFFECTIVE DATE
01-01-01

gr 12/27

**ARTICLES OF INCORPORATION
OF
CASSIDYCO, INC.**

In compliance with Chapter 607 and/or Chapter 621 Florida Statutes, the following For Profit Corporation is incorporated:

ARTICLE I - NAME

The name of the corporation is: CassidyCo, Inc.
(hereinafter referred to as the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office (and the mailing address) of the Corporation is:
255 Aragon Avenue, Suite 333, Coral Gables, Florida 33134.

ARTICLE III - PURPOSE

The purpose of the Corporation shall to be to engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE IV - SHARES

The aggregate number of shares authorized for the Corporation to issue is:
One Thousand (1,000) shares of common stock having a par value of \$0.01 per share.

ARTICLE V - INITIAL DIRECTOR

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one, and the name and address of the member of the initial Board of Directors, who is to serve as the Corporation's director until successors are duly elected and qualified is:

Charles E. Cobb, Jr., Chairman
255 Aragon Avenue, Suite 333
Coral Gables, Florida 33134

ARTICLE VI - REGISTERED AGENT

The street address of the Corporation's initial registered office in the State of Florida is: 255 Aragon Avenue, Suite 333, Coral Gables, Florida 33134, County of Miami-Dade, and the name of its registered agent at such address is: Andrew R. Weston.

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TALLAHASSEE, FLORIDA

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ARTICLE VII - INCORPORATOR

The name of the Incorporator is: Andrew R. Weston. The address of the Incorporator is: 255 Aragon Avenue, Suite 333, Coral Gables, Florida 33134.

ARTICLE VIII – INDEMNIFICATION

The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

ARTICLE IX – EFFECTIVE DATE OF INCORPORATION

The effective date for incorporation and commencement of the Corporation's business shall be January 1, 2001.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 19th day of December 2000.



Andrew R. Weston, Incorporator / *registered Agent*

STATE OF FLORIDA }
COUNTY OF MIAMI DADE } SS:

BEFORE ME, the undersigned authority, personally appeared Andrew R. Weston, known to be the person described in and who executed the foregoing Articles of Incorporation, who, after being duly sworn under oath, acknowledged before me that said person executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 19th day of December 2000.


NOTARY PUBLIC, State of Florida

 Mary Jo Klotz
My Commission CC700925
Expires December 8, 2001

FILED
00 DEC 20 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA