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ARTICLES OF INCORPORATION
OF
SUNLEASE FINANCIAL, INC.

The undersigned incorporator to these Articles of Incorporation hereby subscribes these Articles of Incorporation to form a corporation under the Florida Business Corporation Act (the "FBCA"):

ARTICLE I
Name

The name of the Corporation is:

SUNLEASE FINANCIAL, INC.

ARTICLE II
Business and Activities

The Corporation may, and is authorized to, engage in any activity or business now or hereafter permitted under the laws of the United States and of the State of Florida.

ARTICLE III
Capital Stock

3.1 Authorized Shares. The total number of shares of all classes of capital stock that the Corporation shall have the authority to issue shall be 7,000,000 shares, of which 5,000,000 shares shall be Common Stock having a par value of \$0.001 per share ("*Common Stock*") and 2,000,000 shares shall be Preferred Stock, having a par value of \$0.001 per share ("*Preferred Stock*"). The consideration to be paid for each share shall be fixed by the Board of Directors and such consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services, performed, promises to perform services evidenced by a written contract, or other securities of the Corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares. The Board of Directors is expressly authorized, pursuant to Section 607.0602 of the FBCA, to provide for the classification and reclassification of any unissued class or series of Preferred Stock and the issuance thereof in one or more classes or series without the approval of the shareholders of the Corporation, all within the limitations set forth in Section 607.0601 of the FBCA.

3.2 Common Stock.

3.2.1 Classes of Common Stock. The Common Stock shall be classified into a single class of Common Stock.

H10000134659 3

3.2.2 Relative Rights. Except as otherwise provided in these Articles of Incorporation, each share of Common Stock shall have the same rights as, and be identical in all respects to, all of the other shares of Common Stock. The Common Stock shall be subject to all of the rights, privileges, preferences, and priorities of the Preferred Stock as set forth herein and in the Articles of Amendment to these Articles of Incorporation that may hereafter be filed pursuant to Section 607.0602 of the FBCA to establish or reclassify a class or series of the Preferred Stock.

3.2.3 Voting Rights. Except as otherwise provided by the FBCA or these Articles of Incorporation, each holder of Common Stock shall be entitled to one vote for each share of Common Stock held by such holder. Cumulative voting in the election of directors shall not be permitted.

3.2.4 Dividends. Whenever there shall have been paid, or declared and set aside for payment, to the holders of the shares of any class of stock having preference over the Common Stock as to the payment of dividends, the full amount of dividends to which such holders are respectively entitled in preference to the Common Stock, then the holders of record of the Common Stock, and the holders of any class or series of stock entitled to participate therewith as to dividends, shall be entitled to receive dividends, when, as, and if declared by the Board of Directors, out of any assets legally available for the payment of dividends thereon.

3.2.5 Dissolution, Liquidation, Winding Up. In the event of any dissolution, liquidation, or winding up of the Corporation, whether voluntary or involuntary, the holders of record of the Common Stock then outstanding, and all holders of any class or series of stock entitled to participate therewith in whole or in part as to the distribution of assets, shall become entitled to participate in the distribution of assets of the Corporation remaining after the Corporation shall have paid, or set aside for payment, to the holders of any class of stock having preference over the Common Stock in the event of dissolution, liquidation, or winding up, the full preferential amounts, if any, to which they are entitled and shall have paid or provided for payment of all debts and liabilities of the Corporation.

3.3 Preferred Stock.

3.3.1 Issuance, Designations, Powers. The Board of Directors is expressly authorized, subject to the limitations prescribed by the FBCA and these Articles of Incorporation, to provide, by resolution and by filing Articles of Amendment to these Articles of Incorporation, which shall be effective without shareholder action pursuant to Section 607.0602(4) of the FBCA, for the issuance from time to time of the shares of Preferred Stock, to reclassify the Preferred Stock or designate one or more series of such class and provide for the issuance thereof, to establish from time to time the number of shares to be included in each such class or series, to fix the designations, powers, preferences, and other rights of each such class or series, and to fix the qualifications, limitations, and restrictions thereon, including, but without limiting the generality of the foregoing, the following:

- (a) the number of shares constituting that class or series and the distinctive designation of that class or series;

H10000134659 3

(b) the dividend rate on the shares of that class or series, whether dividends shall be cumulative, non-cumulative, or partially cumulative and, if so, from which date or dates, and the relative rights of priority, if any, of payments of dividends on shares of that class or series;

(c) whether that class or series shall have voting rights, in addition to the voting rights provided by the FBCA, and, if so, the terms of such voting rights;

(d) whether that class or series shall have conversion privileges, and, if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the Board of Directors shall determine;

(e) whether or not the shares of that class or series shall be redeemable, and, if so, the terms and conditions of such redemption, including the dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates as the Board of Directors shall determine;

(f) whether that class or series shall have a sinking fund for the redemption or purchase of shares of that class or series, and, if so, the terms and amount of such sinking fund;

(g) the rights of the shares of that class or series in the event of voluntary or involuntary liquidation, dissolution, or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of that class or series; and

(h) any other relative powers, preferences, and rights of that class or series, and qualifications, limitations, or restrictions on that class or series.

3.3.2 Dissolution, Liquidation, Winding Up. In the event of any liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary, the holders of Preferred Stock of each class or series shall be entitled to receive only such amount or amounts as shall have been fixed by these Articles of Incorporation, as amended, or by the resolution or resolutions of the Board of Directors providing for the issuance of such class or series.

3.4 Series A Preferred Stock

3.4.1 Designation. The designation of such series of the Preferred Stock shall be the Series A Preferred Stock, par value \$0.001 per share (the "*Series A Preferred Stock*").

3.4.2 Number of Shares. The maximum number of shares of Series A Preferred Stock shall be One Million (1,000,000) shares.

3.4.3 Rank. The Series A Preferred Stock shall rank (i) prior to the Common Stock and any other class or series of equity securities of the Corporation which by its terms does not rank senior to the Series A Preferred Stock ("*Junior Stock*"), (ii) on parity with any class and series of equity securities which by its terms shall rank on parity with the Series A Preferred

H10000134659 3

Stock ("*Parity Stock*"), and (iii) junior to any class or series of equity securities which by its terms shall rank senior to the Series A Preferred Stock ("*Senior Stock*").

3.4.4 Dividends. The holders of record of shares of outstanding Series A Preferred Stock shall be entitled to receive, and the Corporation shall pay, out of any assets at the time legally available therefor, cumulative dividends in the amount of \$0.375 per share every three (3) months ("*Dividends*"), payable in cash quarterly following the initial issuance date of the Series A Preferred Stock (the "*Issuance Date*"). In the case of shares of Series A Preferred Stock outstanding for less than three (3) months, dividends shall be pro-rated based on the portion of the three-month period during which such shares are outstanding. Dividends on the Series A Preferred Stock shall be cumulative, and Dividends which are not paid shall accrue interest at the rate of 12% per annum.

3.4.5 Voting Rights. Provided that at least 100,000 shares of the Series A Preferred Stock have been issued and are outstanding, the holders of the Series A Preferred Stock shall be entitled to vote separately as a class for the election of the Series A Director (as defined in Section 4.2) by the holders of a majority of the outstanding shares of Series A Preferred Stock, but shall not be entitled to vote for Common Directors. Except as may be provided to the contrary in these Articles of Incorporation or the FBCA, the holders of the Series A Preferred Stock shall be entitled to vote as a single class with the holders of the Common Stock on all matters submitted to the shareholders for a vote, on an "as-converted" basis. The Common Stock into which the Series A Preferred Stock is convertible shall, upon issuance, have all of the same voting rights as other issued and outstanding Common Stock of the Corporation.

3.4.6 Liquidation Preference.

(a) **General.** In the event of any voluntary or involuntary liquidation, dissolution, or winding up of the affairs of the Corporation, holders of the then-outstanding Series A Preferred Stock shall be entitled to receive, out of the assets of the Corporation or proceeds thereof legally available for distribution to stockholders of the Corporation and after satisfaction of all liabilities and obligations to creditors of the Corporation, after any distribution or payment for the benefit of holders of Senior Stock and before any distribution or payment for the benefit of holders of Common Stock and any other Junior Stock, in full an amount equal to \$25.00 per share, plus all accrued and unpaid dividends (the "*Liquidation Preference*") for each share of Series A Preferred Stock held by them.

(b) **Partial Payment.** If the assets of the Corporation are not sufficient to pay the Liquidation Preference in full to all holders of the Series A Preferred Stock and any Parity Stock, all of the assets and funds of the Corporation legally available for distribution shall be paid to the holders of the Series A Preferred Stock and Parity Stock pro-rata in accordance with the aggregate Liquidation Preference of the Series A Preferred Stock and the aggregate liquidation preference of all such Parity Stock, respectively.

(c) **Residual Distributions.** If the Liquidation Preference has been paid in full to all holders of the Series A Preferred Stock, and the liquidation preference

H10000134659 3

of any Parity Stock has been paid in full to all holders of such Parity Stock, the holders of the Series A Preferred Stock shall be entitled to participate with the Common Stock on an "as-converted" basis in any residual distributions made to the holders of the Common Stock.

3.4.7 Conversion Into Common Stock.

(a) **Optional Conversion.** Outstanding shares of the Series A Preferred Stock may be converted into Common Stock of the Corporation at a conversion rate of one (1) share of Common Stock per share of Series A Preferred Stock (the "*Conversion Rate*") at any time at the option of the holder of record of such shares of Series A Preferred Stock upon 30 days' written notice to the Corporation.

(b) **Mandatory Conversion.** Outstanding shares of the Series A Preferred Stock shall be automatically converted into Common Stock at the Conversion Rate (i) in the event of the closing of a firm commitment underwritten public offering with a price of \$50.00 per Common Share (subject to adjustments for stock dividends, stock splits, combinations and similar events) and gross proceeds to the Company of not less than \$100 million or (ii) upon the written consent of the holders of a majority of the issued and outstanding shares of Series A Preferred Stock.

(c) **No Fractional Shares.** The Corporation shall not be required to issue stock certificates representing any fractions of shares; in the event of a conversion, a holder of record of Series A Preferred Stock shall be entitled to receive, in lieu of the final fraction of a share, one whole share of Common Stock.

(d) Adjustments of Conversion Rate.

(i) **Stock Splits and Combinations.** The Conversion Rate shall be subject to adjustment as herein provided. In case the Corporation shall at any time:

- a. pay a dividend (or other distribution) payable in shares of Common Stock on Common Stock;
- b. subdivide the outstanding shares of Common Stock into a larger number of shares;
- c. combine the outstanding shares of Common Stock into a smaller number of shares;

then, and in each such case, the Conversion Rate in effect immediately prior to such event shall be adjusted (and any other appropriate actions shall be taken by the Corporation) so that the holders of shares of the Series A Preferred Stock thereafter surrendered for conversion shall be entitled to receive the number of shares of Common Stock that such holder would have owned or would have been entitled to receive upon or by reason of any of the events described above (in addition to any shares of Common Stock resulting solely from the conversion of

H10000134659 3

the Series A Preferred Stock and not from any adjustment thereunder); had such share of the Series A Preferred Stock been converted into shares of Common Stock immediately prior to the occurrence of such event. An adjustment made pursuant to this Section 3.4.7 shall become effective retroactively (x) in the case of any such dividend or distribution, to the day immediately following the close of business on the record date for the determination of holders of Common Stock entitled to receive such dividend or distribution or (y) in the case of any such subdivision, combination or reclassification, to the close of business on the day upon which such corporate action becomes effective.

(ii) Equitable Adjustment by Board of Directors. In the case the Corporation at any time shall take any action affecting its Common Stock (it being understood that the issuance or sale of shares of Common Stock (or securities convertible into or exchangeable for shares of Common Stock, or any options, warrants or other rights to acquire shares of Common Stock) to any Person at a price per share greater than the Liquidation Preference then in effect shall not be deemed such an action), other than an action described in any of Sections 3.4.7(d)(i)), then the Conversion Rate shall be adjusted in such manner and at such time as the Board of Directors of the Corporation in good faith determines to be equitable in the circumstances (such determination to be evidenced in a resolution, a certified copy of which shall be mailed to the holders along with the Officers' Certificate described in Section 3.4.7(d)(vi).

(iii) Reduction in Conversion Rate. The Corporation reserves the right to make such reductions in the Conversion Rate in addition to those required in the foregoing provisions as it considers advisable in order that any event treated for federal income tax purposes as a dividend of stock or stock rights will not be taxable to the recipients.

(iv) Abandonment of Distribution. If the Corporation shall take a record of the holders of its Common Stock for the purpose of entitling them to receive a dividend or other distribution, and shall thereafter (and before the dividend or distribution has been paid or delivered to shareholders) legally abandon its plan to pay or deliver such dividend or distribution, then thereafter no adjustment in the Conversion Rate then in effect shall be required by reason of the taking of such record.

(v) Officers' Certificate. Upon any increase or decrease in the Conversion Rate pursuant to this Section 3.4.7(d), the Corporation promptly shall deliver to each holder of Series A Preferred Stock an Officers' Certificate describing in reasonable detail the event requiring the increase or decrease in the Conversion Rate and the method of calculation thereof and specifying the increased or decreased Conversion Rate in effect following such adjustment, and attaching and certifying the resolution of the Board of Directors pursuant to Section 3.4.7(d)(ii) (if applicable).

H10000134659 3

(vi) **Change of Control Transactions.** In the event of (x) a merger or consolidation of the Corporation (other than one on which the holders of Common Stock of the Corporation prior to such merger or consolidation continue to hold a majority of the Common Stock of the Corporation or the surviving corporation after such merger or consolidation); or (y) a sale of all or substantially all of the assets of the Corporation (any of the foregoing, a "**Transaction**"), each share of the Series A Preferred Stock then outstanding shall, without the consent of any holder, become convertible at any time, at the option of the holder thereof, only into the kind and amount of securities (of the Corporation or another issuer), cash and other property receivable upon such Transaction by a holder of the number of shares of Common Stock into which such share of the Series A Preferred Stock could have been converted immediately prior to such Transaction, after giving effect to any adjustment event. The provisions of this Section 3.4.7(d)(vi) and any equivalent thereof in any such securities similarly shall apply to successive Transactions.

(vii) **Exempted Issuances.** Notwithstanding any other provision in Section 3.4.7(d), the foregoing provisions of Section 3.4.7(d) shall not apply to, and no adjustment shall be made to the Conversion Rate for:

a. shares of Common Stock issuable upon conversion of shares of Series A Preferred Stock;

b. shares of Common Stock issuable in bona fide acquisitions and strategic alliance of other companies, divisions or businesses (the primary purpose of which is not to raise equity capital); and

c. shares of Common Stock issuable pursuant to options issued under the Corporation's stock option and incentive plans which have been approved by shareholders of the Corporation provided that such issuances do not exceed 15% of the diluted Common Stock outstanding;

(e) If the Corporation shall at any time or from time to time after the Issuance Date of the Series A Preferred Stock effect a stock split of the outstanding Common Stock, the applicable Conversion Rate in effect immediately prior to the stock split shall be proportionately decreased. If the Corporation shall at any time or from time to time after the Issuance Date of the Series A Preferred Stock combine the outstanding shares of Common Stock, the applicable Conversion Rate in effect immediately prior to the combination shall be proportionately increased. Any adjustments under this Section 3.4.7 shall be effective at the close of business on the date the stock split or combination occurs.

(f) **Issue Taxes.** The Corporation shall pay any and all issue and other taxes and similar charges, excluding federal, state or local income taxes, that may be payable in respect of any issue or delivery of shares of Common Stock on conversion of

H10000134659 3

shares of Series A Preferred Stock pursuant thereto; provided, however, that the Corporation shall not be obligated to pay any transfer taxes resulting from any transfer requested by any holder in connection with any such conversion.

3.4.8 Protective Provisions. So long as 500,000 shares of Series A Preferred are outstanding, in addition to any other vote or approval required under the Corporation's Articles of Incorporation or Bylaws, the Corporation will not, without the written consent of the holders of at least a majority of the issued and outstanding Series A Preferred Stock, either directly or indirectly by amendment, merger, consolidation, or otherwise:

(a) liquidate, dissolve or wind up the business and affairs of the Corporation, or effect any Transaction or consent to any of the foregoing;

(b) amend, alter, or repeal any provision of the Articles of Incorporation or Bylaws in a manner adverse to the Series A Preferred Stock;

(c) create or authorize the creation of any other security convertible into or exercisable for any Senior Stock or Parity Stock, or increase the authorized number of shares of Series A Preferred Stock;

(d) reclassify, alter or amend any Parity Stock or Junior Stock, if such reclassification, alteration or amendment would render such Parity Stock or Junior Stock senior to or on parity with the Series A Preferred; or

(e) purchase or redeem or pay any dividend on any Junior Stock prior to the Series A Preferred (other than Common Stock repurchased from former employees or consultants in connection with the cessation of their employment/services, at the lower of fair market value or cost; on terms approved by the Board).

3.4.9 Redemption of Series A Preferred Stock. The Corporation is authorized to redeem all, but not less than all, of the shares of Series A Preferred Stock held by any shareholder (the "*Redeemed Shares*") (the "*Redeemed Shareholder*") for a redemption price (the "*Redemption Price*") equal to the greater of (a) the Liquidation Preference, or (b) the fair market value of the shares of Series A Preferred Stock held by the Redeemed Shareholder, as determined by a qualified appraiser engaged by the Corporation (whose good faith determination shall be conclusive). The Corporation shall provide the Redeemed Shareholder with thirty (30) days prior written notice of redemption, specifying the date of redemption and the price per share of Series A Preferred Stock to be redeemed, together with a copy of any appraisal used to determine the Redemption Price. In the event that, within 6 months after the date of a redemption under this Section 3.4.9 the Corporation enters into a binding agreement for a Transaction, the Corporation shall pay to the Redeemed Shareholder, promptly following closing of the Transaction, as additional consideration for redemption of the Redeemed Shares, an amount equal to the amount by which (i) the amount which would have been paid to the Redeemed Shareholder had the Redeemed Shareholder continued to hold the Redeemed Shares through the closing of the Transaction exceeds (ii) the amount received by the Redeemed Shareholder on account of the redemption hereunder. Any redemption under this Section 3.4.9 requires the approval of 80% of the members of the Board of Directors.

H10000134659 3

3.5 No Preemptive Rights. Except as the Board of Directors may otherwise determine, no shareholder of the Corporation shall have any preferential or preemptive right to subscribe for or purchase from the Corporation any new or additional shares of capital stock, or securities convertible into shares of capital stock, of the Corporation, whether now or hereafter authorized.

**ARTICLE IV
Board of Directors**

4.1 Number of Directors. The initial number of directors constituting the Board of Directors of the Corporation is four (4). The number of directors may be increased or decreased from time to time as provided in the Bylaws, but in no event shall the number of directors be less than one(1) nor more than fifteen (15). The Board of Directors shall initially consist of the following:

Name	Address
Douglas Griffin	7971 Supply Drive Fort Myers, Florida 33912
Elizabeth Griffin	7971 Supply Drive Fort Myers, Florida 33912
Thad Gentleman	7971 Supply Drive Fort Myers, Florida 33912
John Winsker	7971 Supply Drive Fort Myers, Florida 33912

4.2 Classes of Directors. If there are fewer than 100,000 Series A Preferred Shares issued and outstanding, all of the Directors shall be elected by the shareholders of the Corporation, on the bases of one vote per share of Common Stock, and Preferred Shares voting on an "as-converted" basis. If 100,000 or more Series A Preferred Shares are issued and outstanding, the Board of Directors shall be classified into two classes: (i) those elected by the holders of the Common Stock of the Corporation (which shall initially constitute four directors (the "*Common Directors*") and (ii) one director elected by the holders of the Series A Preferred Stock (the "*Series A Director*").

4.3 Removal.

4.3.1 Removal For Cause. Except as otherwise provided pursuant to the provisions of these Articles of Incorporation or Articles of Amendment filed pursuant to Section 3.3 hereof relating to the rights of the holders of any class or series of Preferred Stock, voting separately by class or series, to elect directors under specified circumstances, any director or directors may be removed from office at any time, but only for cause (as defined in Section 4.3.2 hereof) and only by the affirmative vote, at a special meeting of the shareholders called for such

H10000134659 3

a purpose, of not less than sixty-six and two-thirds percent (66 2/3%) of the total number of votes of the then outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, but only if notice of such proposed removal was contained in the notice of such meeting. At least 30 days prior to such special meeting of the shareholders, written notice shall be sent to the director or directors whose removal will be considered at such meeting. Any vacancy on the Board of Directors resulting from such removal or otherwise shall be filled only by vote of a majority of the directors then in office, although less than a quorum, and any director so chosen shall hold office until the next election of the class for which such director shall have been chosen and until his or her successor shall have been elected and qualified or until any such director's earlier death, resignation, or removal.

4.3.2 "Cause" Defined. For the purposes of this Section 0, "cause" shall mean: (i) misconduct as a director of the Corporation or any subsidiary of the Corporation which involves dishonesty with respect to a substantial or material corporate activity or corporate assets, or (ii) conviction of an offense punishable by one or more years of imprisonment (other than minor regulatory infractions and traffic violations that do not materially and adversely affect the Corporation).

4.4 Exercise of Business Judgment. In discharging his or her duties as a director of the Corporation, a director may consider such factors as the director considers relevant, including the long-term prospects and interests of the Corporation and its shareholders, the social, economic, legal, or other effects of any corporate action or inaction upon the employees, suppliers, or customers of the Corporation or its subsidiaries, the communities and society in which the Corporation or its subsidiaries operate, and the economy of the State of Florida and the United States.

ARTICLE V Officers

The officers of the Corporation shall be a President, Secretary and Treasurer, and such other officers as may be provided by the Bylaws. Officers shall be elected annually by the Board of Directors at its annual meeting. The names of the persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors are:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Thad Gentleman	President	7971 Supply Drive Fort Myers, Florida 33912
Elizabeth Griffin	Vice President, Secretary	7971 Supply Drive Fort Myers, Florida 33912
John Winsker	Vice President	7971 Supply Drive Fort Myers, Florida 33912

H10000134659 3

ARTICLE VI
Action By Shareholders

6.1 Call For Special Meeting. Special meetings of the shareholders of the Corporation may be called at any time, but only by (a) the President or Chairman of the Board of the Corporation, (b) a majority of the directors in office, although less than a quorum, and (c) the holders of at least fifty percent (50%) of the total number of votes of the then outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class.

6.2 Shareholder Action by Written Consent. Any action required or permitted to be taken by the shareholders of the Corporation must be effected at a duly called annual or special meeting of the shareholders, and may not be effected by any consent in writing by such shareholders, unless such written consent is effected by the holders of at least sixty-six and two-thirds percent (66 2/3%) of the total number of votes of the then outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class.

ARTICLE VII
Indemnification

7.1 Provision of Indemnification. The Corporation shall, to the fullest extent permitted or required by the FBCA, including any amendments thereto (but in the case of any such amendment, only to the extent such amendment permits or requires the Corporation to provide broader indemnification rights than prior to such amendment), indemnify its Directors and Executive Officers against any and all Liabilities, and advance any and all reasonable Expenses, incurred thereby in any Proceeding to which any such Director or Executive Officer is a Party or in which such Director or Executive Officer is deposed or called to testify as a witness because he or she is or was a Director or Executive Officer of the Corporation. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against Liabilities or the advancement of Expenses which a Director or Executive Officer may be entitled under any written agreement, Board of Directors' resolution, vote of shareholders, the FBCA, or otherwise. The Corporation may, but shall not be required to, supplement the foregoing rights to indemnification against Liabilities and advancement of Expenses by the purchase of insurance on behalf of any one or more of its Directors or Executive Officers whether or not the Corporation would be obligated to indemnify or advance Expenses to such Director or Executive Officer under this Article. For purposes of this Article, the term "Directors" includes former directors of the Corporation and any director who is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, including, without limitation, any employee benefit plan (other than in the capacity as an agent separately retained and compensated for the provision of goods or services to the enterprise, including, without limitation, attorneys-at-law, accountants, and financial consultants). For purposes of this Article, the term "Executive Officers" includes those individuals who are or who were at any time "executive officers" of the Corporation as defined in Securities and Exchange Commission Rule 3b-7 promulgated under the Securities Exchange Act of 1934, as amended. All other capitalized terms used in this ARTICLE VII and not otherwise defined herein have the meaning set forth in Section 607.0850

H10000134659 3

of the FBCA. The provisions of this ARTICLE VII are intended solely for the benefit of the indemnified parties described herein and their heirs and personal representatives and shall not create any rights in favor of third parties. No amendment to or repeal of this ARTICLE VII shall diminish the rights of indemnification provided for herein prior to such amendment or repeal.

ARTICLE VIII Amendments

8.1 Articles of Incorporation. Notwithstanding any other provision of these Articles of Incorporation or the Bylaws of the Corporation (and notwithstanding that a lesser percentage may be specified by law) the affirmative vote of sixty-six and two-thirds percent (66 2/3%) of the total number of votes of the then outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required (unless separate voting by classes is required by the FBCA, in which event the affirmative vote of sixty-six and two-thirds percent (66 2/3%) of the number of shares of each class or series entitled to vote as a class shall be required), to amend or repeal, or to adopt any provision inconsistent with the purpose or intent of, ARTICLE IV, ARTICLE VI, ARTICLE VII, or this ARTICLE VIII of these Articles of Incorporation. Notice of any such proposed amendment, repeal, or adoption shall be contained in the notice of the meeting at which it is to be considered. Subject to the provisions set forth herein, the Corporation reserves the right to amend, alter, repeal, or rescind any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law.

8.2 Bylaws. The shareholders of the Corporation may adopt or amend a bylaw which fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by the FBCA. The adoption or amendment of a bylaw that adds, changes, or deletes a greater quorum or voting requirement for shareholders must meet the same quorum or voting requirement and be adopted by the same vote and voting groups required to take action under the quorum or voting requirement then in effect or proposed to be adopted, whichever is greater.

ARTICLE IX Registered Office and Agent

The street address of the Company's initial registered office in Florida is 515 East Park Avenue, Tallahassee, Florida 32301, and the name of its initial registered agent is CorpDirect Agents, Inc.

ARTICLE X Principal Office and Mailing Address

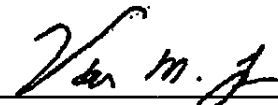
The address of the Principal Office of the Corporation and its mailing address is 7971 Supply Drive, Fort Myers, Florida 33912. The location of the Principal Office and the mailing address shall be subject to change as may be provided in the Bylaws.

H10000134659 3

ARTICLE XI
Incorporator

The name of the incorporator is Vitauts M. Gulbis. The street address of the incorporator is 401 E. Jackson Street, Suite 1700, Tampa, Florida 33602.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed by the Incorporator this 9th day of June, 2010.

By:  _____
Vitauts M. Gulbis, Incorporator

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the within-named Corporation, at the place designated hereinabove, the undersigned hereby accepts the designation to act in this capacity, and agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties and acknowledges that it is familiar with and accepts the obligations of its position as registered agent.

EXECUTED this 9th day of June, 2010.

CorpDirect Agents, Inc.

By: Katie Wonsch
Print Name: Katie Wonsch
Print Title: Assistant Secretary

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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