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INTER OFFICE MEMORANDUM

TO: Tallahassee Runner(s)  
FROM: Donna Connelly (Joseph R. Panzl's office)  
DATE: February 17, 2000  
RE: Filing with Dept. of State (file #3776-10190)

300003139593--9  
-02/18/00-01055-024  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Attached please find the original + one copy of the following to be filed today. Please obtain a check (check request enclosed) and file the following, asking the clerk to stamp the copy and return it to you:

- (1) Articles of Incorporation of **CONFLUENCE MANAGEMENT GROUP, INC.**

Please fax the stamped copy to Joe Panzl at 407-649-4719, and then put it in overnight mail to Orlando to his attention.

Thanks for your help. If questions, call Donna: 407-650-4225.

Enclosures

FILED  
00 FEB 18 PM 12:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

00 FEB 18 PM 12:21

RECEIVED

TWENTH FEB 18 2000

**ARTICLES OF INCORPORATION  
OF  
CONFLUENCE MANAGEMENT GROUP, INC.**

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The undersigned, acting as the sole incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I - NAME OF CORPORATION**

The name of the corporation shall be **CONFLUENCE MANAGEMENT GROUP, INC.**

**ARTICLE II - TERM OF EXISTENCE**

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

**ARTICLE III - GENERAL PURPOSES**

The general purposes for which the corporation is organized shall be to manufacture, construct, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, and deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class, and description. It is intended that the corporation is organized for and may conduct and transact any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be, from time to time, amended.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding is One Thousand (1,000), which shall be designated Common Shares with a par value of one cent (0.01¢) per share.

**ARTICLE V - INITIAL REGISTERED OFFICE  
AND REGISTERED AGENT**

The initial street address of the registered office of the corporation in the state of Florida is 111 North Orange Avenue, Suite 900, Orlando, Florida 32801. The name of the initial registered agent of the corporation at such address is Joseph R. Panzl.

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**ARTICLE VI - INCORPORATOR**

The name and street address of the incorporator of the corporation are:

<u>Name</u>	<u>Address</u>
Joseph R. Panzl	111 N. Orange Avenue Suite 900 Orlando, FL 32801

**ARTICLE VII - BY-LAWS**

The power to adopt, amend, or repeal By-Laws for the management of the corporation shall be vested solely in the shareholders of the corporation.

**ARTICLE VIII - PRINCIPAL OFFICE**

The principal office of the corporation in the state of Florida is 205 Ranch Road, Suite 200, Winter Park, Florida 32792.

**ARTICLE IX - AMENDMENT TO ARTICLES**

These Articles of Incorporation may be amended in any manner permitted by law.

**ARTICLE X - INDEMNIFICATION**

The corporation shall indemnify its directors and officers to the full extent permitted by the Florida Business Corporation Act.

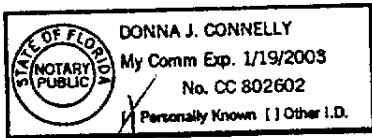
**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Incorporation at Orlando, Florida, this 17<sup>th</sup> day of February, 2000.

  
\_\_\_\_\_  
JOSEPH R. PANZL, Incorporator

**ACKNOWLEDGMENT**

STATE OF FLORIDA     )  
                                  ) SS:  
COUNTY OF ORANGE    )

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of February, 2000, by JOSEPH R. PANZL, as incorporator, who is personally known to me.



*Donna J. Connelly*  
\_\_\_\_\_  
NOTARY PUBLIC-STATE OF FLORIDA

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned, JOSEPH R. PANZL, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that he is familiar with, and accepts, the obligations imposed pursuant to §607.0501 and §607.0505 of the Florida Business Corporation Act.

*Joseph R. Panzl*  
\_\_\_\_\_  
JOSEPH R. PANZL

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