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March 27, 2000

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-03/28/00--01050--013

\*\*\*\*\*78.50 \*\*\*\*\*78.50

Secretary of State  
Post Office Box 6327  
Tallahassee, Florida 32314

**RE: Articles of Incorporation**

Dear Sir/Madam:

Enclosed, please find the original Articles of Incorporation for Tannenbaum Investments, Inc., and our filing fee check drawn in the amount of \$78.50.

Please forward the copy of the certificate of incorporation and provide us a certified copy of the Articles of Incorporation.

Thank you for your attention to this matter. Should you have any questions or require additional information, please do not hesitate to contact our office.

Sincerely,



Lisa Mazzola

Paralegal to Bradley D. Souders

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAR 28 AM 9:30

BDS/lm  
Enclosures

cf 4/3/00

**ARTICLES OF INCORPORATION**

**FOR**

**TANNENBAUM INVESTMENTS, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 MAR 28 AM 9:30

The undersigned incorporator desires to form a general business corporation under the laws of the State of Florida and, by execution of these Articles of Incorporation, does hereby accept all of the rights, privileges, benefits, and obligations conferred and imposed by said laws, and, further, does hereby adopt these Articles of Incorporation as the Charter of the Corporation hereby organized.

**ARTICLE I - NAME**

Section 1.1 **Designation.** The Corporation shall be a corporation for profit pursuant to Chapter 607, Florida Statutes, and its name shall be:

**TANNENBAUM INVESTMENTS, INC.**

and said name shall be so registered with the Florida Department of State, Division of Corporations.

**ARTICLE II - DURATION**

Section 2.1 **Perpetual Existence.** The Corporation shall have perpetual existence, said perpetual existence to commence upon the filing of these Articles of Incorporation with the Florida Department of State, Division of Corporations.

**ARTICLE III - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

Section 3.1 **Place of Business.** The principal place of business of the Corporation shall be located at **5118 West Poe Avenue, Tampa, Florida 33629**, or at such other place as may from time-to-time be specified by the Board of Directors (the Board).

Section 3.2 **Mailing Address.** The mailing address of the corporation is **5118 West Poe Avenue, Tampa, Florida 33629**, or as from time-to-time specified by the Board.

**ARTICLE IV - PURPOSE**

Section 4.1 **Purpose.** This Corporation is organized for the purpose of engaging in all lawful businesses permitted to a corporation organized under Chapter 607, Florida Statutes, The Florida General Corporation Act,

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as in effect from time-to-time, and everything necessary, proper, advisable, or convenient for the accomplishment thereof, and to do all other things incidental to said purpose or connected therewith that are not forbidden by the Florida corporation laws or by other law, or by these Articles of Incorporation, and to carry out said purpose in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that it is not forbidden by the law of the state, territory, district, or possession or the United States, or by the foreign country.

#### **ARTICLE V - OFFICERS**

Section 5.1 **Officers**. The affairs of the Corporation shall be managed by a President and by such other officers, including a Vice-President, Secretary, Treasurer, or such other officers as the Board may determine in its discretion to be necessary.

Section 5.2 **Appointment**. The procedure for appointment of the above officers shall be as specified by the Board as from time-to-time amended.

#### **ARTICLE VI - CORPORATE POWERS**

Section 6.1 **Powers**. The Corporation shall have all the powers set forth in Chapter 607, the Florida Business Corporation Act, as in effect from time-to-time, and such other powers as allowed by law.

#### **ARTICLE VII - STOCK**

Section 7.1 **Shares**. The Corporation is authorized to issue One-Thousand (1,000) shares of Capital Stock having a par value of One Dollar (\$1.00) per share payable in lawful money of the United States of America or in other property, tangible or intangible, or in labor or services actually performed for the Corporation at a just valuation to be fixed by the Board. The authorized and/or issued Capital Stock of the Corporation may at any time be increased or decreased as provided by the laws of the State of Florida. The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Section 7.2 **Dividends**. The holders of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board, dividends payable either in cash or in property solely out of the unreserved and unrestricted earned surplus of the Corporation, and dividends payable in shares of the Capital Stock of the Corporation solely out of any unreserved and unrestricted surplus of the Corporation, as provided by the laws of the State of Florida.

Section 7.3 **Classes or Series of Stock**. The shares of Capital Stock of the Corporation may not be divided into either classes or series.

#### **ARTICLE VIII - AMENDMENT**

Section 8.1 **Procedure**. Unless otherwise set forth herein, the Corporation reserves the right, in accordance with the laws of the State of Florida governing Corporations, to amend, alter, modify, or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment thereto, and any rights conferred upon any stockholders are subject to this reservation.

#### **ARTICLE IX - INITIAL REGISTERED AGENT AND ADDRESS**

Section 9.1 **Registered Agent and Address**. Subject to the change from time-to-time by the Board, the street address of the registered agent of the Corporation is **CT CORPORATION, 1200 South Pine Island Road, Plantation, Florida 33324**, and shall be the initial Registered Agent of the Corporation at that address.

#### **ARTICLE X - INCORPORATOR AND INITIAL AGENT AND ADDRESS**

Section 10.1 **Designation**. This Corporation shall have one (1) Director initially. The number of directors may be either increased or decreased from time-to-time by action in accordance with the Bylaws of the Corporation as from time-to-time adopted or amended by the Board of Directors. The name and address of the incorporator and of the initial Director of the Corporation, who shall serve as Director until said Director's respective successor is elected and has qualified pursuant to the Bylaws of the Corporation, is: **Robert A. Tannenbaum, 5118 West Poe Avenue, Tampa, Florida 33629**.

**ARTICLE XI - INDEMNIFICATION**

Section 11.1 **Officers, Directors, and Employees.** The Corporation, by the adoption of appropriate provisions in its Bylaws, may indemnify any officer, director, or employee of the Corporation, or any former officer, director, or employee of the Corporation, to the full extent permitted by and as set forth in the Florida General Corporation Act.

**ARTICLE XII - BYLAWS**

Section 12.1 **Adoption.** The Board shall have authority to make and/or adopt bylaws for the Corporation and from time-to-time to alter, amend, repeal any such bylaws adopted by it.

IN WITNESS WHEREOF, the above-named individual has hereunto subscribed his name this 22  
day of March, 2000.

Robert Tannenbaum  
Robert Tannenbaum

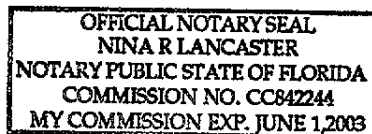
STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on the 22 day of March, 2000, in the County and State  
aforementioned, personally appeared Robert Tannenbaum the person who, first being by me duly sworn, deposed  
and said upon his oath that he is the person described in and who executed the foregoing Articles of  
Incorporation, that he executed same for the purposes therein stated, and with the intent to be thereby bound.  
Said person is either personally known to me or produced identification satisfactory to me (if said person  
produced identification, same is described as follows: personally known).

My Commission Expires: June 1, 2003

NOTARY PUBLIC, STATE OF FLORIDA

Nina R. Lancaster



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 MAR 28 AM 9:30

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

TANNENBAUM INVESTMENTS, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 5118 West Poe Avenue, Tampa, Florida 33629 has named CT Corporation at 1200 South Pine Island Road, Plantation, Florida 33324, as its agent to accept service of process within the State of Florida.

Signature: \_\_\_\_\_



Title: \_\_\_\_\_

Director President

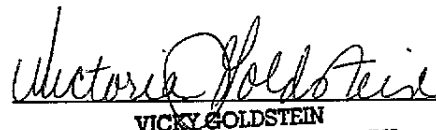
Date: \_\_\_\_\_

3-22-00

**ACCEPTANCE OF REGISTERED AGENT**

Having been named as registered agent to accept service of process for TANNENBAUM INVESTMENTS, INC., at the place designated in these Articles, I hereby accept such designation pursuant to Section 607.0501(3), Florida Statutes, and agree to act in such capacity and further state that I am familiar with the obligations of that position, and I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as such officer.

Signature: \_\_\_\_\_



VICKY GOLDSTEIN  
SPECIAL ASSISTANT SECRETARY

Date: \_\_\_\_\_

3-24-00