

# PO0000062476

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Of Counsel:  
Robert L. Scott‡

June 22, 2000  
*Via Federal Express*

Division of Corporations  
Department of State  
409 E. Gaines Street  
Tallahassee, FL 32399

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-06/26/00--01088--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

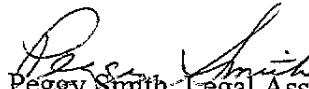
RE: **Filing Articles of Incorporation - DIGNITAS, INC.**

Dear Ladies and Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for the above. Our firm's check in the amount of \$70.00 to cover the \$35.00 filing fee and \$35.00 Registered Agent Fee is also attached. Please return the certificate to the undersigned.

Thank you for your attention to this matter.

Very truly yours,  
DYE, DEITRICH, PRATHER, PETRUFF  
& ST. PAUL, P.L.

  
Peggy Smith, Legal Assistant to  
Stephen R. Dye

SRD:ps

Encs. Articles of Incorporation  
Check, \$70.00

F:\DATA\Docs\Forms\Corporation\Dept of State.Articles ltr 2000.doc

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUN 26 PM 3:23

*6/27/00*

EFFECTIVE DATE

6/22/00

**ARTICLES OF INCORPORATION**

**OF**

**DIGNITAS, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 JUN 26 PM 3: 23

The undersigned, MARK R. OGLES, desires to become a body corporate and as Incorporator does hereby make and file these Articles of Incorporation for a proposed corporation pursuant to the laws of Florida, and to that end hereby declares and affirms:

**ARTICLE I**

The name of this corporation is: **DIGNITAS, INC.**

**ARTICLE II**

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III**

This corporation shall exist perpetually unless sooner dissolved as authorized by law, and said corporation shall commence its existence on the date of subscription and acknowledgment of these Articles as hereinafter set forth if these Articles are filed with the Department of State within five (5) days exclusive of legal holidays, after such date. If these Articles are not so filed, this corporation shall commence existence upon the filing hereof with the Department of State.

**ARTICLE IV**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 5,000 shares of common stock with a par value of \$1.00 per share. The consideration to be paid for each share shall be fixed by the Board of Directors. The authorized shares of this corporation shall consist of one class of common stock only.

#### **ARTICLE V**

The holders of the common shares of this corporation shall have pre-emptive rights to purchase any shares of the corporation hereafter issued or sold by the corporation, ratably according to their respective holdings, and such pre-emptive rights shall likewise extend to any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares. Any shares offered to shareholders under their pre-emptive rights, and not purchased, shall again be offered to those shareholders who have exercised their pre-emptive rights, in proportion to their holdings. After one such reoffering, the corporation may sell any shares still unsold in any other manner permitted by these Articles. The price of any such shares or other instruments to which such pre-emptive rights are applicable shall be at the price such shares or other instruments are offered to others, which price may be in excess of par.

#### **ARTICLE VI**

The street address of this corporation's principal office is 1111 8<sup>th</sup> Avenue West, Bradenton, Florida, 34205. The mailing address of the corporation is 1111 8<sup>th</sup> Avenue West, Bradenton, Florida, 34205. The name of this corporation's initial registered agent is MARK R. OGLES. The initial registered office is 1111 8<sup>th</sup> Avenue West, Bradenton, FL 34205. The registered office and registered agent may be changed from time-to-time by the Board of Directors as authorized by law.

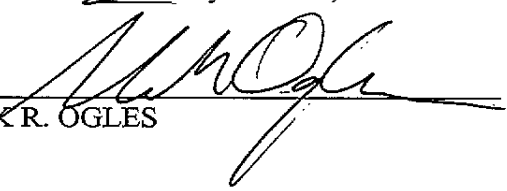
#### **ARTICLE VII**

The name and address of the Incorporator is as follows:

MARK R. OGLES	1111 8 <sup>th</sup> Avenue West
	Bradenton, FL. 34205

**IN WITNESS WHEREOF**, the undersigned, being the original Incorporator of this corporation, does certify that he is of full age and a citizen of the United States of America. For the purpose of forming the proposed corporation above-named to do business both within and

without the State of Florida, and in pursuance of the Florida Business Corporation Act, I do make and file this agreement, hereby declaring and certifying that the matters above stated are true, and, accordingly, I have hereunto set my hand and seal this 22<sup>nd</sup> day of June, 2000.

  
MARK R. OGLES

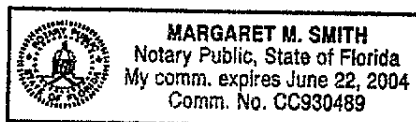
STATE OF FLORIDA  
COUNTY OF MANATEE

I HEREBY CERTIFY that on this day personally appeared before me MARK R. OGLES, who is ☒ personally known to me; or ☐ who has produced \_\_\_\_\_ as identification, and who acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal in the county and state aforesaid this 22<sup>nd</sup> day of June, 2000.

  
Notary Public

My Commission Expires:



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**CERTIFICATE OF DESIGNATION OF REGISTERED  
AGENT/REGISTERED OFFICE**

00 JUN 26 PM 3:23

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE MENTIONED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

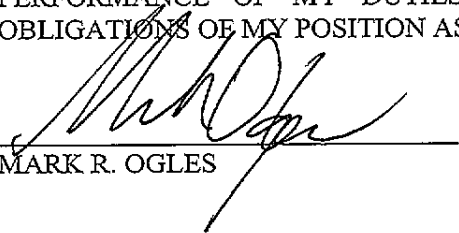
1. The name of the corporation is:

**DIGNITAS, INC.**

2. The name and address of the registered agent and office is:

MARK R. OGLES  
1111 8th Avenue West  
Bradenton, FL 34205

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
MARK R. OGLES

DATE: June 22nd, 2000