

P000000000403



ACCOUNT NO. : 072100000032

REFERENCE : 761025 4387703

AUTHORIZATION : *Patricia Pujols*

COST LIMIT : \$ 70.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUL 12 PM 2:52

ORDER DATE : July 12, 2000

ORDER TIME : 2:10 PM

ORDER NO. : 761025-005

CUSTOMER NO: 4387703

CUSTOMER: Sandy Jeffery, Legal Asst  
Schroeder & Larche, P.a.

000003321500--5

Suite 319-a, One Boca Place  
2255 Glades Road  
Boca Raton, FL 33431

DOMESTIC FILING

NAME: HYPOLUXO ASSOCIATES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS:

W-17538 *[Signature]* 7/18/00

RECEIVED  
00 JUL 12 PM 3:12  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA



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00 JUL 12 PM 2:52

FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

July 14, 2000

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: HYPOLUXO ASSOCIATES, INC.  
Ref. Number: W00000017538

We have received your document for HYPOLUXO ASSOCIATES, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 000A00038828

*See attached  
letter*

RECEIVED  
00 JUL 14 PM 2:31  
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

RECEIVED  
00 JUL 14 AM 11:39  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

July 12, 2000

CSC NETWORKS

SUBJECT: HYPOLUXO ASSOCIATES, INC.  
Ref. Number: W00000017538

**RESUBMIT**

Please give original  
submission date to file date.

We have received your document for HYPOLUXO ASSOCIATES, INC. .  
However, the enclosed document has not been filed and is being returned to you  
for the following reason(s):

The name designated in your document is unavailable since it is the same as, or  
it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One  
or more major words may be added to make the name distinguishable from the  
one presently on file.

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Pamela Hall  
Document Specialist

Letter Number: 200A00038475

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07/14/00 10:14 SCHROEDER & LARCHE, P.A. → 850 521 1010  
07/14/2000 10:09 5619945023 WOCHNA INC  
07/14/00 10:05 SCHROEDER & LARCHE, P.A. → 5619945023

NO.005 002

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NO.004 002

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DIVISION OF CORPORATIONS

00 JUL 12 PM 2:52

**CERTIFICATE**

I, GERALD M. WOCHNA, as Limited Partner of HYPOLUXO ASSOCIATES LIMITED ("Hypoluxo") hereby certify the following:

1. I, Gerald M. Wochna, am one of the Limited Partners of Hypoluxo and have full power and authority to make this Certificate.

2. That Hypoluxo Associates, Inc. is being formed to be the corporate general partner of Hypoluxo.

3. That Hypoluxo fully consents to the name of "Hypoluxo Associates, Inc."

DATED this 14th day of July, 2000.

HYPOLUXO ASSOCIATES LIMITED,  
a Florida limited partnership

  
By: GERALD M. WOCHNA  
Its: Limited Partner

ARTICLES OF INCORPORATION  
OF  
HYPOLUXO ASSOCIATES, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 JUL 12 PM 2:52

Article I

Name

The name of the corporation is HYPOLUXO ASSOCIATES, INC.

Article II

Duration

This corporation shall have a perpetual existence.

Article III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, as amended.

Article IV

Address

The principal place of business or mailing address of this corporation shall be: Suite 100, 2295 Corporate Boulevard N.W., Boca Raton, Florida 33431.

Article V

Capital Stock

The corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

## Article VI

### Initial Registered Office and Registered Agent

The street address of the initial registered office of this corporation is c/o Schroeder and Larche, P.A, One Boca Place, Suite 319-Atrium, 2255 Glades Road, Boca Raton, Florida 33431-7383 and the name of the initial registered agent of this corporation at the address is Michael A. Schroeder, Esq.

## Article VII

### Initial Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time but shall never be less than one (1). The name and address of the initial directors of this corporation are:

Mr. Gerald M. Wochna  
2095 N.W. 30th Road  
Boca Raton, Florida 33431

Mr. William J. Hasey, Jr.  
Suite 100  
2295 Corporate Boulevard N.W.  
Boca Raton, Florida 33431

## Article VIII

### Incorporator

The name and address of the person signing these Articles is: Michael A. Schroeder, Esq., Schroeder and Larche, P.A., One Boca Place, Suite 319-Atrium, 2255 Glades Road, Boca Raton, Florida 33431-7383.

## Article IX

### Powers

This corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

## Article X

### Indemnification

This corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholder or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such a person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

Article XI

Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

Article XIII

Bylaws

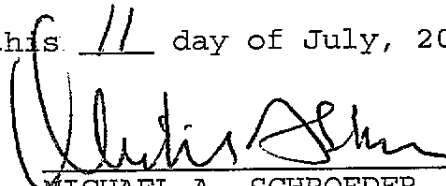
The bylaws may be adopted, altered, amended or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

Article XIII

Beginning of Corporate Existence

The date when corporate existence shall begin shall be the date that these Articles of Incorporation are filed, as evidenced by the Department of State's date and time endorsement.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 11 day of July, 2000.



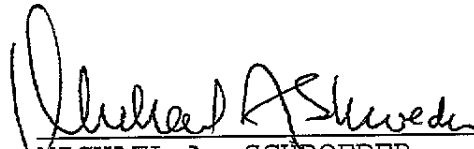
MICHAEL A. SCHROEDER,  
Incorporator



ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned having been named as registered agent and to accept service of process, (i) does hereby accept his appointment as registered agent on which process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation, and (ii) does further agree to act in such capacity and to comply with the provisions of all statutes relative to the proper and complete performance of his duties, and (iii) is familiar with and accepts the duties and obligations of registered agent for the proposed domestic corporation.

Dated: July 11, 2000.



MICHAEL A. SCHROEDER  
Registered Agent  
c/o Schroeder and Larche, P.A.  
One Boca Place, Suite 319-Atrium  
2255 Glades Road  
Boca Raton, Florida 33431-7383

(J:\7\CLIENTS\WOCHNA\HYPOLUXO\ARTICLES.WPD 1292-016 SJ 07/11/00)

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