

DEC-05-2000 16:08

GUNSTER, YOAKLEY

P.01/00

P00000111343

## Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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**To:**

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**From:**

Account Name : GUNSTER, YOAKLEY, ETAL. (WEST PALM BEACH)  
Account Number : 076117000420  
Phone : (561) 650-0728  
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## BASIC AMENDMENT

BFC-TAB, INC.

|                       |         |
|-----------------------|---------|
| Certificate of Status | 1       |
| Certified Copy        | 1       |
| Page Count            | 01      |
| Estimated Charge      | \$52.50 |

*Art. of Correction*

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TALLAHASSEE, FLORIDA



**FLORIDA DEPARTMENT OF STATE**  
Katherine Harris  
Secretary of State

December 5, 2000

BFC-TAB, INC.  
1744 SOUTH OCEAN BLVD  
PALM BEACH, FL 33480

SUBJECT: BFC-TAB, INC.  
REF: P00000111343

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

SINCE IT IS STATED IN THE FIRST PARAGRAPH THAT THE ARTICLES OF INCORPORATION ARE ATTACHED, THEY MUST BE ATTACHED. REMEMBER TO PUT THE FAX AUDIT NUMBER AT THE TOP AND BOTTOM OF EACH PAGE.

Please return 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) 487-6880.

Karen Gibson  
Corporate Specialist

FAX Aud. #: H00000063341  
Letter Number: 100A00061570

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**ARTICLES OF CORRECTION  
FOR  
BFC-TAB, INC.**

Pursuant to section 607.0124, Florida Statutes, this document is being submitted within the required 10 business days to correct the attached Articles of Incorporation.

**FIRST:** The name of the corporation is:

BFC-TAB, Inc.

**SECOND:** The Articles of Incorporation of BFC-TAB, Inc. were filed with the Florida Department of State on December 4, 2000 at document number P00000111343.

**THIRD:** The Articles of Incorporation contain an incorrect statement. The incorrect statement, the reason the statement is incorrect, and the corrected statement are as follows:

**Incorrect Statement:**


1. Name. The name of the Corporation BFC-TAB, Inc. (the "Corporation").

The name of the Corporation is incorrect.

**Corrected Statement:**

1. Name. The name of the corporation is PARC, Inc. (the "Corporation").

Dated: December 5, 2000

  
\_\_\_\_\_  
Wendy St. Charles, Incorporator

**Filing Fee:** \$35.00  
**Certified Copy:** \$ 8.75 (optional)

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00 DEC -5 PM 5:00  
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**ARTICLES OF INCORPORATION  
OF  
BFC-TAB, INC.**

*The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.*

**ARTICLE I NAME**

The name of the corporation shall be: BFC-TAB, Inc.

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

1744 South Ocean Blvd.  
Palm Beach, FL 33480

**ARTICLE III SHARES**

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is: 1,000 shares of common stock, par value \$.01 per share.

**ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the initial registered agent are:

Valdes- Fauli Corporate Services, Inc.  
777 South Flagler Drive, Suite 500E  
West Palm Beach, FL 33401

**ARTICLE V INCORPORATOR**

The name and address of the incorporator to these Articles of Incorporation are:

Wendy St. Charles, Esq.  
Gunster, Yoakley & Stewart P.A.  
777 S. Flagler Drive, Suite 500 East  
West Palm Beach, FL 33401

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ARTICLE VI INDEMNIFICATION

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time (the "Act"), the Corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of such Act (subject to any limitations contained in an agreement entered into by such person and the Corporation), from and against any and all of the expenses or liabilities incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (collectively, "proceeding") (other than in a proceeding (a) initiated by such person (unless authorized by the Board of Directors of the Corporation), or (b) wherein the corporation and such person are adverse parties except for proceedings brought derivatively or by any receiver or trustee) 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, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent. Expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative proceeding shall be paid by the corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the corporation as authorized in this Section. Such expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate. The indemnification and advancement of expenses 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 shareholders or 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 and other legal representatives of such a person. Except as otherwise provided above, an adjudication of liability shall not affect the right to indemnification for those indemnified.

ARTICLE VII 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.

  
\_\_\_\_\_  
Wendy St. Charles, Incorporator

Date: December 4, 2000

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**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

*Having been named as registered agent and to accept service of process of the above stated corporation at the place designated in this certificate, Valdes-Fauli Corporate Services, Inc. hereby accepts the appointment as registered agent and agrees to act in this capacity. Valdes-Fauli Corporate Services, Inc. further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and Valdes-Fauli Corporate Services, Inc. is familiar with and accepts the obligations of its position as registered agent.*

VALDES-FAULI CORPORATE SERVICES, INC.

By:   
Michael V. Mitrone, Vice President

Dated: December 4, 2000

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