

P01000060431

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H01000074449 9)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:  
Division of Corporations  
Fax Number : (850)205-0381

From:  
Account Name : GREENBERG TRAURIG (ORLANDO)  
Account Number : 103731001374  
Phone : (407)418-2435  
Fax Number : (407)420-5909

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 JUN 18 PM 12:45

FILED

**FLORIDA PROFIT CORPORATION OR P.A.**  
**SUMMIT MERGER SUB, INC.**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 0       |
| Page Count            | 03      |
| Estimated Charge      | \$70.00 |

(H01000079449 9)  
ARTICLES OF INCORPORATION  
OF  
SUMMIT MERGER SUB, INC.

FILED  
01 JUN 18 PM 12:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Summit Merger Sub, Inc. (the "Corporation").

ARTICLE II - INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the initial principal place of business of this Corporation is 25 Fifth Avenue, Indialantic, Florida 32903. The initial mailing address of this Corporation is 25 Fifth Avenue, Indialantic, Florida 32903.

ARTICLE III - AUTHORIZED SHARES

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$.0001 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation is 25 Fifth Avenue, Indialantic, Florida 32903, and the initial registered agent of this Corporation at that address is Mark F. Caulfield.

ARTICLE V - INCORPORATOR

The name and address of the incorporator is as follows:

| <u>Name</u>       | <u>Address</u>                              |
|-------------------|---|
| Mark F. Caulfield | 25 Fifth Avenue, Indialantic, Florida 32903 |

ARTICLE VI - INDEMNIFICATION

This Corporation shall, to the fullest extent permitted by the laws of Florida, including, but not limited to Section 607.0850 of the Florida Business Corporation Act, as the same may be amended and supplemented from time to time, indemnify any and all directors and officers of this Corporation.

(No 1000 7444 9 9)

ARTICLE VII - BYLAWS

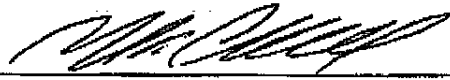
The power to adopt, amend or repeal the bylaws of this Corporation, or any provision thereof, shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE VIII - 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 shareholders is subject to this reservation.

15<sup>th</sup> IN WITNESS WHEREOF, the undersigned does hereby execute this instrument this day of June, 2001.

By: \_\_\_\_\_

  
Mark F. Caulfield  
Incorporator

(#01 0000 7444 9 9)

**FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the following is submitted:

That Summit Merger Sub, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 25 Fifth Avenue, Indialantic, Florida 32903, has named Mark F. Caulfield as its agent to accept service within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for this Corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Business Corporation Act, relative to the proper and complete performance of my duties as registered agent.

Date: June 15, 2001

  
\_\_\_\_\_  
Mark F. Caulfield, Registered Agent

01 JUN 18 PM 12:45  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA