

P01000085036

CT CORPORATION SYSTEM

FILED  
01 AUG 28 PM 1:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

EPIX XVII, Inc.

0

600004560116--2  
-08/28/01--01052--019  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

600004560116--2  
-08/28/01--01052--020  
\*\*\*\*\*8.75 \*\*\*\*\*8.75

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input checked="" type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name \_\_\_\_\_  
Availability \_\_\_\_\_  
Document \_\_\_\_\_  
Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

8/28/01

Order#: 4755615

Ref#: \_\_\_\_\_

Amount: \$ \_\_\_\_\_

RECEIVED  
01 AUG 28 AM 11:13  
DIVISION OF CORPORATION

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615



J. BRYAN AUG 28 2001

ARTICLES OF INCORPORATION

OF

EPIX XVII, INC.

FILED  
01 AUG 28 PM 1:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To: The Secretary of State  
State of Florida

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

FIRST: The name of the corporation (hereinafter called the "Corporation") is EPIX XVII, Inc.

SECOND: The street address of the initial principal office and mailing address of the Corporation is:

3710 Corporex Park Drive  
Suite 300  
Tampa, Florida 33619

THIRD: The aggregate number of shares the Corporation is authorized to issue is 1,000, all of which are of a par value of \$.01 each, and all of which are of the same class.

FOURTH: The street address of the initial registered office of the Corporation within the State of Florida is c/o C T Corporation System, 1200 South Pine Island Road, City of Plantation, Florida 33324, and the name of its initial registered agent at such address is C T Corporation System.

The written acceptance of the said initial registered agent, as required by Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The number of directors constituting the first Board of Directors of the Corporation is three, and the name and address of the persons who are to serve as the first directors of the Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Steve A. Rosenthal	3710 Corporex Park Drive Suite 300 Tampa, Florida 33619
Thomas S. Taylor	3710 Corporex Park Drive

Suite 300  
Tampa, Florida 33619

Thomas C. Wajnert

3710 Corporex Park Drive  
Suite 300  
Tampa, Florida 33619

SIXTH: The name and the address of the incorporator is as follows:

NAME

ADDRESS

Peter D. Deutsch

45 West 45<sup>th</sup> Street, Suite 500  
New York, New York 10036

SEVENTH: The Corporation is organized to engage in any activity within the purposes for which corporations may be organized under the Florida Business Corporation Act and the Corporation shall have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

EIGHTH: For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation and regulation of the powers of the Corporation and of its directors and of its shareholders or any class thereof, as the case may be, it is further provided:

1. The management of the business and the conduct of the affairs of the Corporation, including the election of the Chairman of the Board of Directors, if any, the President, the Treasurer, the Secretary, and other principal officers of the Corporation, shall be vested in its Board of Directors.
2. The Board of Directors shall have the power to remove directors for cause and to suspend directors pending a final determination that cause exists for removal.
3. The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in their official capacity and as to action in

another capacity while holding such office, and shall continue as to a person who has ceased to serve at the request of the Corporation, whether as a director, officer, employee or agent and shall inure to the benefit of the heirs, executors, administrators and personal representatives of any such person. The terms "agent" and "serving at the request of the corporation" as used herein shall have the meanings attributed to each, respectively by Section 607.0850(11) of the Florida Business Corporation Act and by any other applicable provision of law.

4. The personal liability of the officers, directors, employees and agents of the Corporation is hereby eliminated to the fullest extent permitted by Section 607.0850 of the Florida Business Corporation Act, as the same may be amended and supplemented.

NINTH: The shareholders shall not have preemptive rights.

TENTH: The duration of the Corporation shall be perpetual

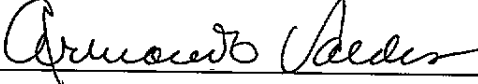
Signed on August 24, 2001

  
Peter D. Deutsch, Incorporator

C T Corporation System is familiar with and accepts the obligations provided for in Section 607.0505 of the Florida Statutes.

Date: Aug. 24, 2001

C T CORPORATION SYSTEM

By: 

Title: ARMANDO VALDES  
Vice President

FILED  
01 AUG 28 PM 1:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA