

FROM HOLLAND & KNIGHT TAMPA

(THU) 10/18/01 9:15/ST. 9:14/NO. 4261068019 P 1

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Florida Department of State
Division of Corporations
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K. Wheeler

FLORIDA PROFIT CORPORATION OR P.A.

Vertical Integration, Inc.

Certificate of Status	0
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01 OCT 18 AM 11:46
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TALLAHASSEE, FLORIDA

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CLERK OF DISTRICT COURT
TAMPA, FLORIDA

ARTICLES OF INCORPORATION
OF
VERTICAL INTEGRATION, INC.

The undersigned, acting as incorporator of VERTICAL INTEGRATION, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is VERTICAL INTEGRATION, INC.

ARTICLE II. ADDRESS

The mailing address of the corporation is 4301 Anchor Plaza, Suite 400, Tampa, Florida 33634.

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence at 12:01 A.M. on the date of filing.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is one hundred thousand (100,000) shares of common stock having a par value of \$0.01 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 4301 Anchor Plaza Parkway, Suite 400, Tampa, Florida 33634, and the name of the corporation's initial registered agent at that address is Craig Harter.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have five directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial directors are:

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<u>Name</u>	<u>Address</u>
Ann Duncan	4301 Anchor Plaza Parkway Suite 400 Tampa, Florida 33634
Bruce Lauer	4301 Anchor Plaza Parkway Suite 400 Tampa, Florida 33634
Douglas Rothschild	4301 Anchor Plaza Parkway Suite 400 Tampa, Florida 33634
Louis Varsames	4301 Anchor Plaza Parkway Suite 400 Tampa, Florida 33634
William Wilkins	4301 Anchor Plaza Parkway Suite 400 Tampa, Florida 33634

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator:

Craig Harter	4301 Anchor Plaza Parkway Suite 400 Tampa, Florida 33634
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The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

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ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 14th day of October, 2001.



Craig Harter, Incorporator

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That VERTICAL INTEGRATION, 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 4301 Anchor Plaza Parkway, Suite 400, Tampa, Florida 33634, has named Craig Harter, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.



Craig Harter

TPA1 #1172262 v1

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