

# P01000105319

CT CORPORATION SYSTEM

CORPORATION(S) NAME

CHI Acquisition Corp.

900004661373-- 1

10/31/01--01028--017

\*\*\*\*\*70.00 \*\*\*\*\*70.00

<input checked="" type="checkbox"/> Profit - <i>Acq</i>	<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 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 \_\_\_\_\_

10/31/01

Order#: 4885578

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

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 OCT 31 PM 2:45

APPROVED  
AND  
FILED

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

A CCH LEGAL INFORMATION SERVICES COMPANY

RECEIVED  
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TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATIONS  
SECRETARY OF STATE

*Handwritten signature*

ARTICLES OF INCORPORATION  
OF  
CHI ACQUISITION CORP.

01 OCT 31 PM 2:45  
SECRETARY OF STATE  
TALAHASSEE, FLORIDA

APPROVED  
AND  
FILED

ARTICLE I - NAME

The name of this Corporation is CHI Acquisition Corp.

ARTICLE II - ADDRESS

The address of the principal office and mailing address of this Corporation is 14 La Vista Drive, Ponte Vedra Beach, Florida 32082.

ARTICLE III - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of common stock, all of which shall be of the par value of \$.01 per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1200 South Pine Road, Plantation, Florida 33324 and the name of its initial registered agent at such address is CT Corporation System.

ARTICLE V - INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of this Corporation shall be one and the name and address of such person who is to serve as a member thereof is:

Sean D. Mann	14 La Vista Drive
	Ponte Vedra Beach, Florida 32082

ARTICLE VI - INCORPORATOR

The name and address of the incorporator is Sean D. Mann, 14 La Vista Drive, Ponte Vedra Beach, Florida 32082.

## ARTICLE VII - INDEMNIFICATION

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 Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and 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, executors, and administrators of such a person. Notwithstanding the foregoing, the liability of the directors, officers, employees or agents of the Corporation shall not be eliminated with respect to omissions which involve a violation of the criminal law, a transaction from which the director, officer, employee, or agent derives an improper personal benefit or the willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 25<sup>th</sup> day of October, 2001.

  
\_\_\_\_\_  
Sean D. Mann  
Incorporator

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

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That CHI Acquisition Corp., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Jacksonville, State of Florida, has named CT Corporation System located at 1200 South Pine Road, City of Plantation, State of Florida, as its agent to accept service of process within Florida.

  
\_\_\_\_\_  
Sean D. Mann  
Incorporator

10/25/01  
\_\_\_\_\_  
Date

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, CT Corporation System hereby agrees to act in this capacity, and CT Corporation System further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

  
\_\_\_\_\_  
**BARBARA A. BURKE**  
**SPECIAL ASSISTANT SECRETARY**

10-30-01  
\_\_\_\_\_  
Date

JK184575

APPROVED  
AND  
FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA