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LAW OFFICES OF

### Greenspoon Marder Hirschfeld Rafkin Ross & Berger

PROFESSIONAL ASSOCIATION

Alan C. Anchell James F. Basque Cynthia J. Becker William Berger<sup>2</sup> Robby H. Birnbaum<sup>3</sup> Gregory J. Blodig Amanda Chapman Mark Chmielarski Thomas F. Coyle, Jr.4 Richard W. Epstein Richard H. Gaines N. Dwayne Gray, Jr. Gerald Greenspoon Haas A. Hatie Neal W. Hirschfeld<sup>5</sup> Michele Haft Hudson Robert B. Jackson Victor S. Kline David R. Lenox Jennifer Levin

Edmund O. Loos III Leonard Lubart Michael E. Marder Seth A. Marmor Jason J. Matthes Myrna L. Maysonet<sup>6</sup> Glen Rafkin<sup>2</sup> Michael S. Ross<sup>2</sup> Marc E. Schwartz<sup>1</sup> Mark L. Siedle Kenneth J. Sobel Marty A. Stone Chad J. Tamaroff Frank A. Utset Ellen Wasserstrom

Of Counsel Jeffrey C. Fox, P.A. Vincent J. Grana

SouthTrust Bank Building • Suite 1100 135 West Central Boulevard Orlando, Florida 32801 (407) 425-6559 Fax (407) 422-6583 FL WATS (888) 491-1120 Web Site: www.greenspoonmarder.com

Fort Lauderdale Office

Trade Centre South • Suite 700 100 West Cypress Creek Road Fort Lauderdale, Florida 33309 (954) 491-1120 • Fax (954) 771-9264

Reply to: Oriando

April 21, 2003

Florida Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

Muszynski Reporting, Inc. - Articles of Incorporation

File No. 9119,0001

#### Gentlemen:

Enclosed herewith please find Articles of Incorporation of Muszynski Reporting, Inc. for filing in duplicate, together with check in the sum of \$78.75 covering the filing fee, registered agent designation fee and certified copy fee.

Please be good enough to file the Articles and return a certified copy of same to the undersigned in the enclosed self-addressed stamped envelope.

In advance, thank you for your attention to the within.

Very truly yours,

GREENSPOON, MARDER, HIRSCHFELD, RAFKIN, 🛕 BERGÈR, P.A.

or the Firm

RBJ/pc Encs.

Marcie Muszynski CC: G.\Pat\Muszynski\Dept of State ltr wpd

- 1. Also admitted in Colorado
- 2. Also admitted in New York
- Also admitted in Wisconsin 4. Also admitted in Georgia
- 5. Also admitted in Texas
- Also admitted in Minne

#### **ARTICLES OF INCORPORATION**

#### OF

#### MUSZYNSKI REPORTING, INC.

I, the undersigned, for the purposes of forming a corporation for profit pursuant to the laws of the State of Florida, do hereby make, subscribe, acknowledge and file the following Articles of Incorporation.

### ARTICLE I NAME

The name of the Corporation shall be:

Muszynski Reporting, Inc.

# ARTICLE II TERM OF EXISTENCE

This Corporation shall exist perpetually or until dissolved by due process of law.

### ARTICLE III PURPOSE

This corporation is organized for the general purpose of transacting any or all lawful business permitted under the laws of the United States and the State of Florida.

### ARTICLE IV CAPITAL STOCK

This Corporation is authorized to issue par value common stock as described below, and none other:

Maximum Number of Shares: 1000

Par Value Per Share: \$1.00

The authorized shares of par value common stock may be issued only for a consideration having a value, in the judgment of the Board of Directors, equivalent at least to the full par value of the stock so to be issued. Such consideration may be in the form of cash, real property, tangible personal property, intangible personal property, labor or services rendered, other than future services, or any combination of the foregoing.

Each share of common stock of this Corporation shall entitle the holder of record thereof to one vote upon each proposal presented at lawful meetings of the Shareholders. No holder of common stock of this Corporation shall be entitled to any right of cumulative voting.

# ARTICLE V PREEMPTIVE RIGHTS

The Corporation may provide for preemptive rights of stockholders pursuant to provisions of its By-laws, but no preemptive rights shall exist unless specifically approved for inclusion in the By-laws.

### ARTICLE VI INITIAL REGISTERED AGENT

The initial street address of the registered agent of this Corporation in the State of Florida shall be:

135 West Central Boulevard, Suite 1100 Orlando, Florida 32801

The name of the initial Registered Agent of this Corporation at the aforementioned address is:

Robert B. Jackson, Esquire

### ARTICLE VII INITIAL BOARD OF DIRECTORS

The business of this Corporation shall be conducted by a Board of Directors of not less than one (1) person. The Board of Directors shall be elected at the annual meeting of the stockholders of this Corporation, which meeting shall be held at such time as provided by the By-Laws. They shall hold office until their successors are elected or appointed and have qualified, unless otherwise provided by the By-Laws.

The name and street address of the initial directors who are to conduct the affairs of this Corporation until the first meeting and election and qualification of their successors:

NAME

**ADDRESS** 

Marcie E. Muszynski

498 Palm Springs Drive, Suite 100 Altamonte Springs, FL 32701

# ARTICLES VIII INCORPORATOR

The name and address of the individual signing these Articles of Incorporation is:

NAME

**ADDRESS** 

Marcie E. Muszynski

498 Palm Springs Drive, Suite 100 Altamonte Springs, FL 32701

# ARTICLE IX PRINCIPAL OFFICE AND MAILING ADDRESS

The principal place of business of the Corporation shall be:

498 Palm Springs Drive, Suite 100 Altamonte Springs, FL 32701

The mailing address of the Corporation shall be

498 Palm Springs Drive, Suite 100 Altamonte Springs, FL 32701

The Corporation may also maintain its principal office and branch offices at such places and in such states and foreign countries as the Board of Directors may from time to time by resolution provide.

### ARTICLE IX MISCELLANEOUS

- 1. No contract or other transaction between this Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this Corporation is or are interested in, or is a director or officer of such other corporation.
- 2. Upon election of the Board of Directors by the stockholders, such Board shall manage the business and affairs of the corporation, without the need of further authorization from the stockholders, except as provided by law, or otherwise herein.
- 3. The initial By-Laws of this Corporation shall be adopted by the Board of Directors. The By-Laws may be amended from time to time by either the Shareholders or the Directors. The Shareholders may amend, alter, or repeal any By-Law adopted by the Directors. The Directors may not alter, amend or repeal any By-Law adopted by the Shareholders, nor may the Directors adopt By-Laws which would be in conflict with the By-Laws adopted by the Shareholders.
- 4. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in a manner now or hereafter prescribed by law; and all rights conferred upon Stockholders herein are granted subject to that reservation.
- 5. Any Incorporator or Shareholder present at any meeting, either in person or by proxy, and any Directors present in person at any meeting of the Board of Directors shall

conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

6. The Corporation shall indemnify all Officers and Directors of the Corporation to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this <u>177h</u> day of April, 2003.

Marcie E. Muszynski

STATE OF FLORIDA ) COUNTY OF ORANGE )

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, appeared MARCIE E. MUSZYNSKI, who is personally known to me, or who presented \_\_\_\_\_\_\_ as identification; who acknowledged before me that she executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County aforesaid, this 17th day of April, 2003.

NOTARY PUBLIC, State of Florida

PATRICIA A. COHAN
INTERMY PUBLIC: STATE OF FLORIDA
MARISSION # DD178979
EXPIRES 04/05/2007
SCHOOL THRU 1-256-NOTARY1

# CERTIFICATION OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act: First, that Muszynski Reporting, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at Altamonte Springs, County of Seminole, State of Florida, has named Robert B. Jackson, Esquire, located at 135 West Central Boulevard, Suite 1100, City of Orlando, County of Orange, State of Florida, as its agent to accept service of process within this state.

Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered Agent:

ROBERT B. JACKSON, ESQUIRE

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Date: April \_21 , 2003