

JUL 17 2003 2:11PMporaticGREENBERG TRAURIG

NO. 180 n P 2 of 2

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Florida Department of State
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From:

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FLORIDA PROFIT CORPORATION OR P.A.

SUMMIT TRANSITORY SUB, INC.

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|-----------------------|---------|
| Certificate of Status | 0 |
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**ARTICLES OF INCORPORATION
OF
SUMMIT TRANSITORY SUB, INC.**

ARTICLE I - NAME

The name of this corporation is Summit Transitory 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 980 North Federal Highway, Suite 310, Boca Raton, Florida 33432. The initial mailing address of this Corporation is 980 North Highway, Suite 310, Boca Raton, Florida 33432.

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 980 North Federal Highway, Suite 310, Boca Raton, Florida 33432, and the initial registered agent of this Corporation at that address is Steven C. Jacobs.

ARTICLE V - INCORPORATOR

The name and address of the incorporator is as follows:

| <u>Name</u> | <u>Address</u> |
|------------------|---|
| Steven C. Jacobs | 980 North Federal Highway, Suite 310 Boca Raton, Florida 33432 |

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.

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

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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.

IN WITNESS WHEREOF, the undersigned does hereby execute this instrument this 17th day of July, 2003.

By: _____


Steven C. Jacobs
Incorporator

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**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 Transitory 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 980 North Federal Highway, Suite 310, Boca Raton, Florida 33432, has named Steven C. Jacobs 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: July 17, 2003


Steven C. Jacobs, Registered Agent

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