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## FLORIDA PROFIT CORPORATION OR P.A.

### Suncepts Merger Corporation

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
SUNCEPTS MERGER CORPORATION**

**ARTICLE I**

**NAME**

The name of the corporation is Suncepts Merger Corporation (hereinafter called the "Corporation").

**ARTICLE II**

**PURPOSES**

The Corporation is incorporated for the purpose of transacting any or all lawful business for corporations incorporated under the Florida Business Corporation Act of the State of Florida.

**ARTICLE III**

**CAPITAL STOCK**

The Corporation is authorized to issue two classes of shares to be designated respectively "Preferred" and "Common." The total number of Preferred shares authorized is 20,000,000 and the total number of Common shares authorized is 40,000,000.

**A. Preferred Stock.**

Subject to the requirements of the laws of the State of Florida, the Preferred shares authorized by these Articles of Incorporation may be issued from time to time in one or more series. The Board of Directors is authorized to determine, alter or eliminate any or all of the rights, preferences, privileges and restrictions granted to or imposed upon any wholly unissued series of Preferred shares, and to fix or alter the number of shares comprising any such series, and the designation thereof, or any of them, and to provide for the rights and terms of redemption or conversion of the shares of any such series.

1. Series A Preferred Stock. The first series of Preferred Stock shall be comprised of 8,800,000 shares, designated as "Series A Convertible Preferred Stock." The rights, preferences, privileges and restrictions granted to or imposed upon the Series A Preferred Stock and Common Stock are as set forth herein including:

- (a) a Dividend (as further defined herein) of 8% per annum, or \$.024 per share;
- (b) a Preference on Liquidation (as further defined herein) of \$0.30 per share; and
- (c) a Conversion Price (as further defined herein) of \$0.30, which may be adjusted as

set forth herein.

2. Series B Preferred Stock. The second series of Preferred Stock shall be comprised of 5,000,000 shares designated as "Series B Convertible Preferred Stock." The rights, preferences, privileges and restrictions granted to or imposed upon the Series B Preferred Stock (and upon the Series A and Common Stock) are as set forth herein, including:

- (a) a Dividend (as further defined herein) of 8% per annum, or \$.04 per share;
- (b) a Preference on Liquidation (as further defined herein) of \$0.50 per share; and
- (c) a Conversion Price (as further defined herein) of \$0.50, which may be adjusted as set forth herein.

3. Other Terms. In addition to those terms set forth above, the Series A Preferred Stock and the Series B Preferred Stock shall have the following terms:

(a) Dividends. With respect to Dividends,

(i) The holders of Preferred Stock shall be entitled to receive in any fiscal year, when and as declared by the Board of Directors, out of any assets at the time legally available therefor, distributions (as defined below) in cash at the rate per annum of the applicable Dividend as set forth in (1) or (2) above, as the case may be. Such distributions may be payable quarterly or otherwise as the Board of Directors may from time to time determine. Distributions may be declared and paid upon common shares in any fiscal year of the Corporation only if distributions shall have been paid to or declared and set apart upon all shares of Preferred Stock at the specified annual Dividend rate for each quarter of such fiscal year of the Corporation, including the quarter in which such distributions upon common shares are declared. The right to such distributions on Preferred Stock shall not be cumulative and no right shall accrue to holders of Preferred Stock by reason of the fact that distributions on said shares are not declared in any prior year, nor shall any undeclared or unpaid distribution bear or accrue interest. If the amount available for distribution is insufficient to pay dividends in full to all classes of Preferred Stock, then dividends shall be paid to holders of the first issued series in full and then to each succeeding series, and, in the case of each such series, on a parri passu basis.

(ii) For purposes of this Paragraph 3 (a), unless the context otherwise requires, "distribution" shall mean the transfer of cash or property without consideration, whether by way of dividend or otherwise, payable other than in Common Stock, or the purchase or redemption of shares of the Corporation (other than repurchases of Common Stock held by employees or consultants of the Corporation upon termination of their employment or services pursuant to agreement providing for such repurchase) for cash or property, including any such transfer, purchase or redemption by a

subsidiary of the Corporation.

- (iii) Each holder of shares of Preferred Stock shall be deemed to have consented to distributions made by the Corporation in connection with the repurchase of shares of Common Stock issued to or held by employees or consultants upon termination of their employment or services pursuant to agreements providing for such repurchase.

(b) Preference on Liquidation. With respect to Preference on Liquidation,

- (i) In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation the holders of shares of Preferred Stock then outstanding shall be entitled to be paid, out of the assets of the Corporation available for distribution to its shareholders, whether from capital, surplus or earnings, before any payment shall be made with respect to the Corporation's Common Stock, an amount equal to (A) the respective Preference or Liquidation specified in (1) and (2) above for such class of Preferred Stock for each share of Preferred Stock then held by them and (B) an amount equal to all declared and unpaid dividends with respect to each such series to the date fixed for distribution. After setting apart or paying in full the preferential amount due the holders of the Preferred Stock, all remaining assets and funds of the Corporation available for distribution to its shareholders shall be distributed ratably on a per share basis among the holders of Common Stock and the holders of Preferred Stock as if fully converted to Common Stock. If upon liquidation, dissolution or winding up of the Corporation, the assets of the Corporation available for distribution to its shareholders shall be insufficient to pay the holders of the Preferred Stock the full amounts to which each class shall be entitled pursuant to this Paragraph, the holders of the Preferred Stock shall share pro rata and on a pari passu basis in any distribution of assets. The merger or consolidation of the Corporation into or with another corporation in which the shareholders of the Corporation shall own less than 50% of the voting securities of the surviving corporation or the sale, transfer or lease (but not including a transfer or lease by pledge or mortgage to a bona fide lender) of all or substantially all of the assets of the Corporation shall be deemed to be a liquidation, dissolution or winding up of the Corporation as those terms are used in this Paragraph (b). Notwithstanding the foregoing, however, if the amount available for distribution is insufficient to pay in full all liquidation preferences owed to holders of all classes of Preferred Stock, then liquidation preferences shall be paid to holders of all classes of Preferred Stock on a pro rata, pari passu basis.
- (ii) In the event of any voluntary or involuntary liquidation, dissolution or winding of the Corporation, the Corporation shall, within ten (10) days after the date the Board of Directors approves such action, or twenty (20) days prior to any shareholders' meeting called to approve such action, or

twenty (20) days after the commencement of any involuntary proceeding, whichever is earlier, give each holder of shares of Preferred Stock initial written notice of the proposed action. Such initial written notice shall describe the material terms and conditions of such proposed action, including a description of the stock, cash and property to be received by the holders of shares of Preferred Stock upon consummation of the proposed action and the date of delivery thereof. If any material change in the facts set forth in the initial notice shall occur, the Corporation shall promptly give written notice to each holder of shares of Preferred Stock of such material change.

- (iii) The Corporation shall not consummate any voluntary or involuntary liquidation, dissolution or winding up of the Corporation before the expiration of thirty (30) days after the mailing of the initial notice or ten (10) days after the mailing of any subsequent written notice, whichever is later; provided that any such 30-day or 10-day period may be shortened upon the written consent of the holders of all of the outstanding shares of Preferred Stock, each series consenting as a class.
- (iv) In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation which will involve the distribution of assets other than cash, the Corporation shall promptly engage competent independent appraisers to determine the value of the assets to be distributed to the holders of shares of all Preferred Stock and the holders of shares of Common Stock (it being understood that with respect to the valuation of securities, the Corporation shall engage such appraiser as shall be approved by the holders of a majority of shares of the Corporation's outstanding Preferred Stock voting together as single class). The Corporation shall, upon receipt of such appraiser's valuation, give prompt written notice to each holder of shares of Preferred Stock of the appraiser's valuation.

- (c) Voting. Except as otherwise required by law, the shares of Preferred Stock shall be voted as a single class with the shares of the Corporation's Common Stock at any annual or special meeting of shareholders of the Corporation, or may act by written consent in the same manner as the Corporation's Common Stock, upon the following basis: each holder of shares of Preferred Stock shall be entitled to such number of votes for the Preferred Stock held by him on the record date fixed for such meeting, or on the effective date of such written consent, as shall be equal to the largest number of whole shares of the Corporation's Common Stock into which all of his shares of Preferred Stock are convertible immediately after the close of business on the record date fixed for such meeting or the effective date of such written consent.

- (d) Conversion Rights. With respect to conversion rights,

- (i) Each share of Preferred Stock shall be convertible, at the option of the

holder thereof, at any time after the issuance of such share (the "Initial Issuance Date") and without payment of further consideration into fully paid and non-assessable shares of Common Stock of the Corporation. Each share of Preferred Stock shall automatically be converted into fully paid and non-assessable shares of Common Stock of the Corporation at any time after the Initial Issuance Date immediately upon the first to occur of any of the following:

- (A) the closing of a sale of the Corporation's securities in a firm commitment underwritten registered public offering with proceeds to the Corporation of at least Ten Million Dollars (\$10,000,000);
  - (B) the conversion into Common Stock of fifty-one percent (51%) of the outstanding shares of Preferred Stock (which conversion shall be made by vote or election to convert by the holders of the Preferred Stock voting as class).
- (ii) The number of shares of Common Stock into which each share of Preferred Stock may be converted shall be determined by dividing the Conversion Price specified for each class of Preferred Stock in (1) and (2) above, as may be adjusted as set forth herein, for the Preferred Stock by the Conversion Price for the series (determined as hereinafter provided) in effect at the time of conversion. The Conversion Price per share at which shares of Common Stock shall be initially issuable upon conversion shall be the applicable Conversion Price set forth in (1) and (2) above, subject to adjustment as provided in Paragraph (e) hereof.
- (iii) The holder of any shares of Preferred Stock may exercise the conversion rights after the Initial Issuance Date as to such shares or any part thereof by delivering to the Corporation during regular business hours, at the office of any transfer agent of the Corporation for the Preferred Stock, or at the principal office of the Corporation or at such other place as may be designated by the Corporation, the certificate or certificates for the shares to be converted, duly endorsed for transfer to the Corporation (if required by it), accompanied by written notice stating that the holder elects to convert such shares. Conversion shall be deemed to have been effected on the date when such delivery is made, and such date is referred to herein as the "Conversion Date." As promptly as practicable thereafter, the Corporation shall issue and deliver to or upon the written order of such holder, at such office or other place designated by the Corporation, a certificate or certificates for the number of full shares of Common Stock to which such holder is entitled and a check for cash with respect to any fractional interest in a share of Common Stock as provided in Subparagraph (iv) of this Paragraph (d). The holder shall be deemed to have become a shareholder of record on the next succeeding date on which the transfer books are open, but the Conversion Price for such series shall be that in effect on the Conversion Date. Upon conversion of only a

portion of the number of shares of Preferred Stock represented by a certificate surrendered for conversion, the Corporation shall issue and deliver to or upon the written order of the holder of the certificate so surrendered for conversion, at the expense of the Corporation, a new certificate covering the number of shares of Preferred Stock representing the unconverted portion of the certificate so surrendered.

- (iv) No fractional shares of Common Stock or script shall be issued upon conversion of shares of Preferred Stock. If more than one share of Preferred Stock shall be surrendered for conversion at any one time by the same holder, the number of full shares of Common Stock issuable upon conversion thereof shall be computed on the basis of aggregate number of shares of Preferred Stock so surrendered. Instead of any fractional shares of Common Stock which would otherwise be issuable upon conversion of any shares of Preferred Stock, the Corporation shall pay a cash adjustment in respect of such fractional interest equal to the fair market value of such fractional interest as determined by the Corporation's Board of Directors.
- (v) The Corporation shall pay any and all issue and other taxes that may be payable with respect to any issue or delivery of shares of Common Stock on conversion of Preferred Stock pursuant hereto. The Corporation shall not, however, be required to pay any tax which may be payable with respect to any transfer involved in the issue and delivery of shares of Common Stock in a name other than that in which the Preferred Stock so converted were registered, and no such issue or delivery shall be made unless and until the person requesting such issue has paid to the Corporation the amount of any such tax, or has established, to the satisfaction of the Corporation, that such tax has been paid.
- (vi) The Corporation shall at all times reserve and keep available, out of its authorized but unissued Common Stock, solely for the purpose of effecting the conversion of the Preferred Stock, the full number of shares of Common Stock deliverable upon the conversion of all series of Preferred Stock from time to time outstanding. The Corporation shall from time to time (subject to obtaining necessary director and shareholder action), in accordance with the laws of the State of Florida, increase the authorized amount of its Common Stock if at any time the authorized number of shares of its Common Stock remaining unissued shall not be sufficient to permit the conversion of all of the shares of Preferred Stock at the time outstanding.
- (vii) All shares of Common Stock which may be issued upon conversion of the shares of Preferred Stock will be upon issuance by the Corporation, without payment of further consideration, validly issued, fully paid and non-assessable and free from all taxes, liens and charges with respect to the issuance thereof.

- (viii) In case any shares of Preferred Stock shall be converted pursuant to Paragraph (d) hereof, the shares so converted shall resume the status of authorized but unissued shares of the applicable class of Preferred Stock.
- (e) Adjustment of Conversion Price. The Conversion Price as to all authorized shares of each series of Preferred Stock, whether or not then outstanding, from time to time in effect shall be subject to adjustment from time to time as follows:
- (i) Stock Splits Dividends and Combinations. In case the Corporation shall at any time subdivide the outstanding shares of Common Stock, or shall issue a stock dividend on its outstanding Common Stock, the Conversion Price in effect immediately prior to such subdivision or the issuance of such dividend shall be proportionately decreased, and in case the Corporation shall at any time combine the outstanding shares of Common Stock, the Conversion Price in effect immediately prior to such combination shall be proportionately increased, effective at the close of business on the date of such subdivision, dividend or combination, as the case may be.
- (ii) Noncash Dividends, Stock Purchase Rights, Capital Reorganizations and Dissolutions. In case:
- (A) the Corporation shall take a record of the holders of this Common Stock for the purpose of entitling them to receive a dividend, or any other distribution, payable otherwise than in cash; or
- (B) the Corporation shall take a record of the holders of its Common Stock for the purpose of entitling them to subscribe for or purchase any shares of stock of any class or to receive any other rights; or
- (C) of any capital reorganization of the Corporation, reclassification of the capital stock of the Corporation (other than a subdivision or combination of its outstanding shares of Common Stock), consolidation or merger of the Corporation with or into another corporation or conveyance of all or substantially all of the assets of the Corporation to another corporation; or
- (D) of the voluntary or involuntary dissolution, liquidation or winding up of the Corporation, then, and in any such case, the Corporation shall cause to be mailed to the transfer agent for the Preferred Stock, and to the holders of record of the outstanding Preferred Stock, at least ten (10) days prior to the date hereinafter specified, a notice stating the date on which (x) a record is to be taken for the purpose of such dividend, distribution or rights, or (y) such reclassification, reorganization, consolidation, merger, conveyance, dissolution, liquidation or winding up is to take place and the date, if any is to be fixed, as of which holders of Common



Stock of record shall be entitled to exchange their shares of Common Stock for securities or other property deliverable upon such reclassification, reorganization, consolidation, merger, conveyance, dissolution, liquidation or winding up.

- (iii) Issuances at Less Than The Conversion Price. Upon the issuance by the Corporation of Common Stock, or any right or option to purchase Common Stock or stock convertible into Common Stock, or any obligation or any share of stock convertible into or exchangeable for Common Stock for a consideration per shares (the "Dilutive Price") less than the Conversion Price of the Preferred Stock for each class of Preferred Stock, in effect immediately prior to the time of such issue or sale other than an issuance of stock or securities pursuant to Subparagraph (e) (i) or the issuance of shares of Common Stock upon conversion of any Preferred Stock, then forthwith upon such issue or sale, the Conversion Price of each class of the Preferred Stock, shall be reduced to a price (calculated to the nearest cent) determined separately for each class of Preferred Stock by dividing:
- (A) in amount equal to the sum of (x) the number of shares of Common Stock outstanding immediately prior to such issue or sale multiplied by the then existing Conversion Price of each class of Preferred Stock, as the case may be, (y) the number of shares of Common Stock issuable upon conversion or exchange of any obligations or of any shares of stock of the Corporation outstanding immediately prior to such issue or sale multiplied by the then existing Conversion Price of each class of Preferred Stock, as the case may be, and (z) an amount equal to the aggregate "consideration actually received" by the Corporation upon such issue or sale by
  - (B) the sum of the number of shares of Common Stock outstanding immediately after such issue or sale and the number of shares of Common Stock issuable upon conversion or exchange of any obligations or of any shares of stock of the Corporation outstanding immediately after such issue or sale.

For purposes of this Subparagraph (iii), the following provisions will be applicable:

- (C) In the case of an issue or sale for cash of shares of Common Stock, the "consideration actually received" by the Corporation therefor shall be deemed to be the amount of cash received, before deducting therefrom any commissions or expenses paid by the Corporation.
- (D) In case of the issuance (otherwise than upon conversion or exchange of obligations or shares of stock of the Corporation) of

additional shares of Common Stock for a consideration other than cash or a consideration partly other than cash, the amount of the consideration other than cash received by the Corporation for such shares shall be deemed to be the value of such consideration as determined by the Board of Directors.

- (E) In case of the issuance by the Corporation in any manner of any rights to subscribe for or to purchase shares of Common Stock, or any options for the purchase of shares of Common Stock or stock convertible into Common Stock, all shares of Common Stock or stock convertible into Common Stock to which the holders of such rights or options shall be entitled to subscribe for or purchase pursuant to such rights or options shall be deemed "outstanding" as of the date of the offering of such rights or the granting of such options, as the case may be, and the minimum aggregate consideration named in such rights or options for the shares of Common Stock or stock convertible into Common Stock covered thereby, plus the consideration, if any, received by the Corporation for such rights or options, shall be deemed to be the "consideration actually received" by the Corporation (as of the date of the offering of such rights or the granting of such options, as the case may be) for the issuance of such shares.
- (F) In case of the issuance or issuances by the Corporation in any manner of any obligations or of any shares of stock of the Corporation that shall be convertible into or exchangeable for Common Stock, all shares of Common Stock issuable upon the conversion or exchange of such obligations or shares shall be deemed issued as of the date such obligations or shares are issued, and the amount of the "consideration actually received" by the Corporation for such additional shares of Common Stock shall be deemed to be the total of (x) the amount of consideration received by the Corporation upon the issuance of such obligations or shares, as the case may be, plus (y) the minimum aggregate consideration, if any, other than such obligations or shares, receivable by the Corporation upon such conversion or exchange, except in adjustment of dividends.
- (G) The amount of the "consideration actually received" by the Corporation upon the issuance of any rights or options referred to in Subparagraph (C) above or upon the issuance of any obligations or shares which are convertible or exchangeable as described in Subparagraph (D) above, and the amount of the consideration, if any, other than such obligations or shares so convertible or exchangeable, receivable by the Corporation upon the exercise, conversion or exchange thereof shall be determined in the same manner provided in Subparagraphs (A) and (B) above with respect

to the consideration received by the Corporation in case of the issuance of additional shares of Common Stock; provided, however, that if such obligations or shares of stock so convertible or exchangeable are issued in payment or satisfaction of any dividend upon any stock of the Corporation other than Common Stock, the amount of the "consideration actually received" by the Corporation upon the original issuance of such obligations or shares or stock so convertible or exchangeable shall be deemed to be the value of such obligations or shares of stock, as of the date of the adoption of the resolution declaring such dividend, as determined by the Board of Directors at or as of that date. On the expiration of any rights or options referred to in Subparagraph (C), or the termination of any right of conversion or exchange referred to in Subparagraph (D), or any change in the number of shares of Common Stock deliverable upon exercise of such options or rights or upon conversion of or exchange of such convertible or exchangeable securities, the Conversion Price for each class of Preferred Stock then in effect shall forthwith be readjusted to such Conversion Price as would have obtained had the adjustments made upon the issuance of such options, rights or convertible or exchangeable securities been made upon the basis of the delivery of only the number of shares of Common Stock actually delivered or to be delivered upon the exercise of such rights or options or upon the conversion or exchange of such securities.

- (H) Anything herein to the contrary notwithstanding, the Corporation shall not be required to make any adjustment of the Conversion Price in the case of the grant(s) of options to purchase, or the issue of Common Stock to officers, directors, employees or consultants of the Corporation and its subsidiaries pursuant to stock options or stock purchase plans or agreements, whether "qualified" for tax purposes or not, and such unexercised options granted to officers, employees and consultants shall be considered shares of stock outstanding for purposes of Subparagraphs (e)(iii)(A) and (B) above, except that for purposes of the calculations made pursuant to Subparagraphs (e)(iii)(A) and (B) above, the number of such option shares shall be multiplied by the exercise price of such options rather than by the then existing Conversion Price of each class of Preferred Stock, unless said exercise price is equal to or greater than such Conversion Price, in which event the number of option shares shall be multiplied by the then existing Conversion Price of each class of Preferred Stock.
- (I) In the event the Corporation shall declare a distribution payable in securities of other persons, evidences of indebtedness issued by the corporation or other persons or options or rights not referred to in Subparagraph (e)(iii) above, then, in each such case, the holders of

the Preferred Stock shall be entitled to the distribution at the rate provided for in Paragraph (3) above before any distribution shall be made to the holders of the Corporation's Common Stock, and no adjustment to the Conversion Price provided for in this Subparagraph (e) shall be applicable.

- (4) Nonimpairment. The Corporation will not, by amendment of its Articles of Incorporation or through any reorganization, transfer of assets, consolidation, merger, dissolution, issue or sale of securities or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all the provisions of this Subparagraph (3) and in the taking of all such action as may be necessary or appropriate in order to protect the conversion rights of the holders of Preferred Stock against impairment.
- (5) Notice of Adjustment. Upon the occurrence of each adjustment or readjustment of the Conversion Price pursuant to this Subparagraph (3), the Corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof, and prepare and furnish to each holder of Preferred Stock affected thereby a certificate setting forth such adjustment or readjustment and showing in detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any holder of Preferred Stock, furnish or cause to be furnished to such holder a like certificate setting forth (x) such adjustment or readjustment, (y) the Conversion Price at the time in effect for the Preferred Stock, and (z) the number of shares of Common Stock and the amount, if any, of other property which at the time would be received upon the conversion of his shares.
- (f) Definitions. For purposes of determining the allocation of amounts available to pay Dividends and Preference on Liquidation, the term "pro rata" means the ratio of funds raised through the sale of (or exercise of warrants or options to acquire) Series A Preferred or the Series B Preferred, as the case may be, as compared to the total of funds raised through the sale of (or exercise of warrants or options to acquire) both Series A preferred and Series B Preferred; and the term "pari passu" means as to the share of distributions allocable to any particular class, an amount determined by dividing the amount available by the number of shares then outstanding of that class.

#### B. Common Stock

Each share of Common Stock shall be identical with each other share of Common Stock, except as the holders thereof shall otherwise expressly agree in writing. Subject to the prior rights of the Preferred Stock from time to time issued and outstanding, as hereinbefore set forth, the holders of Common Stock shall be entitled to receive such sums as the Board of Directors may from time to time declare as dividends thereon, or authorize as distributions thereon, out of

any sums available to be distributed as dividends and to receive any balance remaining in case of the dissolution, liquidation or winding up of the Corporation after satisfying the prior rights of the Preferred Stock, if any be then outstanding. Each share of Common Stock shall have one vote for all corporate purposes.

#### **ARTICLE IV**

##### **PRINCIPAL OFFICE**

The street address of the Corporation's principal office and the Corporation's mailing address is 2654 S.E. Willoughby Blvd., Stuart, Florida 34994.

#### **ARTICLE V**

##### **REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is Holland & Knight LLP, 701 Brickell Avenue, Suite 3000, Miami, Florida 33131-3209. The initial registered agent of the Corporation is Intrastate Registered Agent Corporation.

#### **ARTICLE VI**

##### **INITIAL BOARD OF DIRECTORS**

This Corporation shall initially have one (1) director. The name and address of the initial director of the Corporation is: John Santarsiero, 3727 S.E. Doubleton Drive, Stuart, Florida 34997

#### **ARTICLE VII**

##### **INCORPORATOR**

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

David L. Perry, Esq.  
Holland & Knight LLP  
222 Lakeview Ave., Suite 1000  
West Palm Beach, Florida 33401

#### **ARTICLE VIII**

##### **LIMITATION OF LIABILITY AND INDEMNITY**

The liability of the directors of this Corporation for monetary damages shall be eliminated to the fullest extent permissible under Florida law.

This Corporation is authorized to provide indemnification of agents (which is deemed to include any person who is or was a director, officer, employee or other agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of

another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of the Corporation or of another enterprise at the request of the predecessor corporation) for breach of duty to the Corporation and its shareholders and in all other circumstances, through bylaw provisions, agreements, or otherwise, in excess of the indemnification otherwise permitted by Section 607.0850 of the Florida Business Corporation Act, subject to the limits on such excess indemnification set forth in Section 607.0850 of the Florida Business Corporation Act.

The Corporation is authorized to indemnify the directors and officers of the Corporation to the fullest extent permissible under Florida law.

Any amendment, repeal or modification of any provision of this Article VIII shall not adversely affect any right or protection of a director or officer of the corporation existing at the time of such amendment, repeal or modification.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 14th day of November, 2003.

By: David L. Perry  
David L. Perry, Incorporator

#1340824\_v4

**CERTIFICATE OF DESIGNATION OF ADDRESS  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Suncepts Merger Corporation, desiring to incorporate under the laws of the State of Florida, has named Intrastate Registered Agent Corporation as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation at Holland & Knight LLP, 701 Brickell Avenue, Suite 3000, Miami, Florida 33131-3209, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of a registered agent, and accepts the duties and obligations of Section 607.0505, Florida Statutes.

Dated this 14th day of November, 2003.

**Intrastate Registered Agent Corporation**

By: \_\_\_\_\_

*David L. Perry, Jr.*  
David L. Perry, Jr.  
Vice President

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