

**Florida Department of State**  
Division of Corporations  
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**To:**

Division of Corporations

Fax Number : (850) 205-0381 *PTX*

**From:**

Account Name : CORPORATION SERVICE COMPANY

Account Number : I20000000195

Phone : (850) 521-1000

Fax Number : (850) 558-1575

**FLORIDA PROFIT CORPORATION OR P.A.**

**PAG MANAGEMENT COMPANY**

Certificate of Status	1
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**ARTICLES OF INCORPORATION  
OF  
PAG MANAGEMENT COMPANY**

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I**

The name and initial address of this Corporation shall be:

PAG MANAGEMENT COMPANY  
8000 North Federal Highway  
Suite 320  
Boca Raton, Florida 33487

**ARTICLE II**

This Corporation may engage in any activity or business permitted under the laws of the State of Florida.

**ARTICLE III**

The aggregate number of shares which the Corporation shall have authority to issue is ten thousand (10,000) common shares, having a par value of \$.01 per share, that may be issued from time to time as determined by the Corporation's Board of Directors.

**ARTICLE IV**

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

**ARTICLE V**

The initial registered office of this Corporation shall be, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Vincent C. Manopoli, PAG MANAGMENT COMPANY, 8000 North Federal Highway, Suite 320, Boca Raton, Florida 33487.

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**ARTICLE VI**

This Corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the Corporation be managed by the stockholders.

**ARTICLE VII**

The name and address of the first director(s) of the Corporation, who shall hold office for the first year or until his/her successor is duly elected and qualified, shall be:

<u>Name</u>	<u>Address</u>
Vincent C. Manopoli	8000 North Federal Highway Suite 320 Boca Raton, Florida 33487
Michael D. Masonoff	8000 North Federal Highway Suite 320 Boca Raton, Florida 33487
Peter H. Collins	8000 North Federal Highway Suite 320 Boca Raton, Florida 33487
Scott H. Adams	8000 North Federal Highway Suite 320 Boca Raton, Florida 33487
Robert Moreyra	8000 North Federal Highway Suite 320 Boca Raton, Florida 33487

**ARTICLE VIII**

The name and address of the incorporator is:

Vincent C. Manopoli  
8000 North Federal Highway  
Suite 320  
Boca Raton, Florida 33487

**ARTICLE IX**

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.


**ARTICLE X**

The private property of the stockholders shall not be subject to payment of the corporate debts to any extent

**ARTICLE XI**

This Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 26th day of January, 2004.

  
Vincent C. Manopoli

STATE OF FLORIDA                    )  
  ) SS:  
COUNTY OF PALM BEACH         )

The foregoing instrument was acknowledged before me on this 26<sup>th</sup> day of January, 2004, by, as Incorporator of, on behalf of the Corporation. He/she is (personally known to me) (or has produced his drivers license) and did take an oath.

  
Notary Public



**CERTIFICATE DESIGNATING REGISTERED AGENT**

In compliance with the laws of the State of Florida, the following is submitted:

FIRST - PAG MANAGMENT COMPANY, desiring to organize under the laws of the State of Florida, has named Vincent C. Manopoli as its statutory registered agent.

Having been named the statutory agent of the above Corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 26<sup>th</sup> day of January, 2004.

  
Vincent C. Manopoli  
Registered Agent

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