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FLORIDA PROFIT CORPORATION OR P.A.

Perception, Inc.

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## FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

June 7, 2004

C T CORPORATION

SUBJECT: PERCEPTION, INC.  
REF: W04000021704

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
PERCEPTION PRODUCTION COMPANY, INC.**

The undersigned incorporator to these Articles of Incorporation hereby forms Perception Production Company, Inc., a corporation under Chapter 607 of the laws of the State of Florida as follows:

**ARTICLE I  
NAME AND ADDRESS**

The name of the Corporation is: Perception Production Company, Inc. The mailing address of the Corporation is: 4951 Gulf Shore Boulevard, PH 202, Naples, Florida 34103. The street address of the Corporation is: 4951 Gulf Shore Boulevard, PH 202, Naples, Florida 34103.

**ARTICLE II  
TERM OF EXISTENCE**

The Corporation shall have perpetual existence, commencing upon the date of filing of these Articles with the Florida Department of State.

**ARTICLE III  
PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV  
CAPITAL STOCK**

The Corporation is authorized to issue one hundred (100) shares of \$1.00 par value common stock, which shall be designated Common Shares.

**ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT**

The name and Florida street address of the initial registered office of the Corporation is: CT Corporation System c/o CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.

## ARTICLE VI INCORPORATOR

The name and address of the incorporator of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
ANDREW L. JAGODA	c/o Squire, Sanders & Dempsey L.L.P. 350 Park Avenue New York, New York 10022

## ARTICLE VII BYLAWS

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors of the Corporation is expressly authorized to adopt by-laws not inconsistent with the Constitution or laws of the United States or of the State of Florida, and not inconsistent with other provisions of these Articles of Incorporation, relating to the business of the Corporation, the conduct of the affairs of the Corporation, the rights and powers of the Corporation, the number and election of the directors of the Corporation, the election of the officers of the Corporation, the rights and powers of the stockholders, directors, officers and employees of the Corporation, the management of the property of the Corporation, the regulation and government of the affairs of the Corporation and the certification and transfer of the stock of the Corporation, and to alter, amend or repeal the same from time to time.

## ARTICLE VIII INDEMNIFICATION

The Corporation shall indemnify each person who at any time is, or shall have been, a director, officer, employee, incorporator or agent of the Corporation, and is threatened to be or is made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is, or was, a director, officer, employee, incorporator or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, incorporator, trustee or agent of another corporation, partnership, joint venture, limited liability company, trust or other enterprise, against expenses (including, without limitation, attorneys' fees), judgments, fines and amounts paid in settlement incurred in connection with any such action, suit or proceeding to the maximum extent permitted by the laws of the State of Florida. The foregoing right of indemnification shall in no way be exclusive of any other rights of indemnification to which any such director, officer, employee, incorporator or agent of the Corporation may be entitled, under any by-law, agreement, vote of directors or stockholders or otherwise.

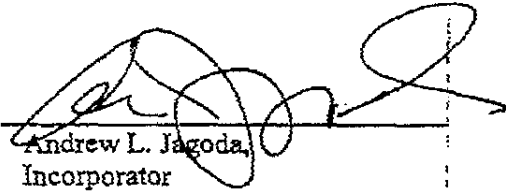
**ARTICLE IX  
LIMITATION ON LIABILITY**

To the maximum extent permitted by the laws of the State of Florida as the same exist or may hereafter be amended, no director of the Corporation shall be personally liable to the Corporation or to any of its stockholders for monetary damages arising out of such director's breach of fiduciary duty as a director of the Corporation. No amendment to or repeal of the provisions of this paragraph shall apply to or have any effect on the liability or alleged liability of any director of the Corporation with respect to any act or failure to act on the part of such director occurring prior to such amendment or repeal

**ARTICLE X**

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 4<sup>th</sup> day of June, 2004.

  
\_\_\_\_\_  
Andrew L. Jagoda,  
Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

Having been named Registered Agent and designated to accept service of process for the within-named Corporation, at the place designated herein, the undersigned hereby agrees to act in this capacity and the undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

CT CORPORATION SYSTEM

By: 

Name:

Title:

**Jill E. Kranz**  
**Assistant Secretary**Dated: June 4, 2004RECEIVED  
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