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FLORIDA PROFIT CORPORATION OR P.A.

PO Acquisition Merger Corp.

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

PO ACQUISITION MERGER CORP.

ARTICLE I

Name

The name of the Corporation is PO Acquisition Merger Corp. and the address of the principal office and the mailing office of the Corporation is 1001 Brickell Bay Drive, 27th Floor, Miami, Florida 33131.

ARTICLE II

Purposes

The Corporation is formed to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act, as amended.

ARTICLE III

Registered Agent and Office

The address of the initial registered office of the Corporation is 1200 South Pine Island Road, Plantation, Florida 33324, and the name of the initial registered agent at such office is CT Corporation System.

ARTICLE IV

Capital Stock

The Corporation shall be authorized to issue two classes of shares of capital stock, to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares of Common Stock and Preferred Stock that the Corporation shall have authority to issue is eleven million (11,000,000) of which ten million (10,000,000) shares shall be Common Stock and one million (1,000,000) shares shall be Preferred Stock. The par value of the shares of Common Stock is one cent (\$0.01) per share. The par value of the shares of Preferred Stock is one cent (\$0.01) per share.

The shares of Preferred Stock may be issued from time to time in one or more series. The Board of Directors is hereby authorized, by filing articles of amendment pursuant to the applicable law of the State of Florida, to establish from time to time the number of shares to be included in each series, and to fix the designations, preferences, limitations, and relative rights of the shares of each such series and the qualifications, limitations, or restrictions thereof, including, but not limited to, the fixing or alteration of the dividend rights, dividend rate, conversion rights, voting rights, rights and terms of redemption (including sinking fund provisions), the redemption price or prices, and the liquidation preferences of any wholly unissued series of shares of Preferred Stock, or any of them.

ARTICLE V

Bylaw Amendment

In furtherance and not in limitation of the powers conferred by the laws of Florida, each of the Board of Directors and shareholders is expressly authorized and empowered to make, alter, amend, and repeal the Bylaws of the Corporation in any respect not inconsistent with the laws of the State of Florida or with these Articles of Incorporation. The shareholders of the Corporation may amend or adopt a bylaw that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

ARTICLE VI

Keeping of Books

The books of the Corporation may be kept at such place within or without the State of Florida as the Bylaws of the Corporation may provide or as may be designated from time to time by the Board of Directors of the Corporation.

ARTICLE VII

Directors

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The name and address of the initial director of the Corporation are: Charles Hanemann, 1001 Brickell Bay Drive, 27th Floor, Miami, Florida 33131.

ARTICLE VIII

Incorporator.

The name of the Incorporator is Charles Hanemann and the address of the Incorporator is 1001 Brickell Bay Drive, 27th Floor, Miami, Florida 33131.

ARTICLE IX

Indemnification

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for violation of a criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful, or (iv) for any transaction from which the director derived an improper personal benefit.

If the Florida Business Corporation Act hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of the Corporation's directors shall be eliminated or limited to the fullest extent authorized by the Florida Business Corporation Act, as amended.

The Corporation shall indemnify and shall advance expenses on behalf of any director, or any former director, of the Corporation to the fullest extent not prohibited by law in existence either now or hereafter.

Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE X

Amendment

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 6 day of July, 2004, and affirm that the statements made herein are true under the penalties of perjury.


Charles Hanemann, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of PO Acquisition Menger Corp., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

CT Corporation System

By: Gennie Bryan
Name: Gennie Bryan
Title: Special Assistant Secretary

Dated: July 6, 2004

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FILED