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

**Denico Acquisition Corporation**

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**Articles of Incorporation  
of  
Denico Acquisition Corporation**

THE UNDERSIGNED, acting as sole incorporator of DENICO ACQUISITION CORPORATION (hereinafter, the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, as hereafter amended and modified (the "FBCA"), hereby adopts the following Articles of Incorporation for the Corporation, pursuant to Section 607.0201 of the FBCA:

**ARTICLE I**

**NAME**

The name of the Corporation is: Denico Acquisition Corporation

**ARTICLE II**

**PRINCIPAL ADDRESS AND MAILING ADDRESS**

The address of the principal office and mailing address of the Corporation is c/o Foley & Lardner LLP, 100 N. Tampa Street, Suite 2700, Tampa, Florida 33602.

**ARTICLE III**

**BUSINESS AND ACTIVITIES**

The Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV**

**REGISTERED OFFICE AND REGISTERED AGENT**

The address of the Corporation's initial registered office is One Independent Drive, Suite 1300, Jacksonville, Florida 32202 and the initial registered agent at such address is F & L Corp.

**ARTICLE V**

**CAPITAL STOCK**

The total number of shares of all classes of capital stock that the Corporation shall have the authority to issue shall be 10,000 shares, all of which shares shall be voting Common Stock having a par value of \$0.01 per share, designated "Common Stock." Pursuant to Section

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607.0602 of the FBCA, the Board of Directors is authorized, without the approval of the shareholders of the Corporation, to (a) provide for the classification and reclassification of any unissued shares of common stock and determine the preferences, limitations, and relative rights thereof and (b) issue common stock in one or more classes or series, all within the limitations set forth in Section 607.0601 of the FBCA.

#### **ARTICLE VI**

##### **Incorporator**

The name and address of the sole Incorporator of the Corporation is as follows:


**Carolyn T. Long, Esquire  
Foley & Lardner LLP  
100 N. Tampa Street, Suite 2700  
Tampa, Florida 33602**

#### **ARTICLE VII**

##### **INDEMNIFICATION**

The Corporation shall indemnify to the full extent permitted or required by the FBCA, any person who was or is a party, or threatened to be made, a party to any proceeding (including by or in the right of the Corporation) by reason of the fact that he is or was an Officer or Director of the Corporation or serves or served any other enterprise at the request of the Corporation. Without limiting the foregoing in any way, the Corporation shall indemnify any Officer or Director who was or is a party to any proceeding (including by or in the right of the Corporation) against liability incurred in connection with such proceeding, including any appeal thereof, if such Officer or Director acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct unlawful.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed by the undersigned Incorporator as of the 16<sup>th</sup> day of September, 2004.

  
\_\_\_\_\_  
Carolyn T. Long, Esquire  
Incorporator

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**ACCEPTANCE OF APPOINTMENT BY INITIAL  
REGISTERED AGENT**

**THE UNDERSIGNED**, having been named in Article IV of the foregoing Articles of Incorporation as the initial registered agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 607.0505 of the FCBA, and the undersigned will further comply with any other provisions of law made applicable to it as the registered agent of Denico Acquisition Corporation

**DATED:** Effective this 16<sup>th</sup> day of September, 2004.

**F & L Corp.**



Martin A. Kraber, Esquire  
Title: Vice President

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