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TALLAHASSEE, FLORIDA

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*Glen J. Torcivia  
Lara Donlon  
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January <sup>19</sup>/<sub>8</sub>, 2006

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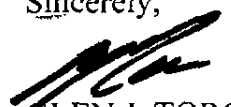
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

To Whom It May Concern:

Enclosed please find Articles of Corporation of Place Planning and Design, Inc. along with a check in the amount of \$78.75 to cover the filing fees. Please return a certified copy to me in the self-addressed stamped envelope provided.

Thank you for your assistance.

Sincerely,

  
GLEN J. TORCIVIA

GJT:mr

Enclosure

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**ARTICLES OF INCORPORATION**

**OF**

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**Place Planning and Design, Inc.** TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation hereby presents these Articles for the formation of a corporation under the Florida Business Corporation Act, Chapter 607, Florida Statutes.

**ARTICLE I - NAME OF CORPORATION**

The name of the corporation is Place Planning and Design, Inc.

**ARTICLE II - PRINCIPAL OFFICE**

The initial street address of the Principal Office of this Corporation in the State of Florida will be 409 Gulf Road, North Palm Beach, Florida 33408. The Board of Directors shall have the power to establish branch offices, and to move the principal office to any other address in Florida.

**ARTICLE III- PURPOSE**

This corporation is organized for the purposes of providing planning, design, and architectural services and such other lawful business as determined by the Board of Directors; to do everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or the purpose or the attainment of the objects or the furtherance of such purposes or objects of the Corporation; and to conduct those lawful activities that are authorized by Chapter 607,

Florida Statutes, as from time to time amended, and to exercise those powers, rights and procedures set forth in Chapter 607, Florida Statutes, Florida Business Corporation Act in a manner not inconsistent with Chapter 621, and for the purposes of transacting any or all lawful business.

The foregoing paragraph shall be constructed as enumerating both objects and purposes of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the Corporation otherwise permitted by law.

#### **ARTICLE IV -CAPITAL STOCK AND SHARES**

A. The maximum number of shares of stock that the Corporation is authorized to have outstanding at any one time is One Hundred (100) shares of common stock having a par value of One Dollar (\$1.00) per share, which shares shall be without preemptive rights.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services or any other right or thing having a value, in the judgment of the Board of Directors, and when so issued shall become and be fully paid and nonassessable, the same as though paid for in cash; and the Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

#### **ARTICLE V - DIRECTOR AND OFFICERS**

A. There shall be Board of Directors consisting of one to four Directors. The election of Directors and term of office is fixed by the By-Laws of the Corporation except that the initial Board of Directors shall consist of two members who shall serve until the first annual meeting of shareholders or until their successors shall be elected and qualified. The number of directors

shall never be less than one. The name and street address of the member of the first Board of Directors is:

Corey W. O'Gorman (President and Treasurer)  
409 Gulf Road  
North Palm Beach, Florida 33408

Robert Feild (Vice President and Secretary)  
523 Allegheny Avenue  
Towson, MD 21204

B. The corporation shall be managed by a President, Vice President, Secretary and Treasurer. The election and term of office of the officers is fixed by the By-Laws of the Corporation. Any number of offices may be held by the same person. The name of the first officers to hold office for the first year of existence of the Corporation, or until their successors are elected or appointed and shall have qualified are: -Corey W. O'Gorman – President and Treasurer, Robert Feild – Vice President and Secretary.

#### **ARTICLE VI - REGISTERED OFFICE AND AGENT**

The name of the Registered Agent of this Corporation is Corey W. O'Gorman, 409 Gulf Road, North Palm Beach, Florida 33408.

#### **ARTICLE VII - INCORPORATOR**

The name and street address of the incorporator is: Corey W. O'Gorman.

#### **ARTICLE VIII - COMMENCEMENT AND TERM OF EXISTENCE**

The Corporation is to exist perpetually commencing on the date of the execution of these Articles of Incorporation, providing that corporate existence may begin up to five (5) days before the filing with the Secretary of State for the State of Florida.

## ARTICLE IX - BY-LAWS

The shareholders of the Corporation shall have the sole power to establish, enact, alter or repeal By-Laws for the management of the Corporation which shall be prescribed by such By-Laws. The By-Laws may require a vote or action by more than a majority of Directors or by more than a majority of shares of shareholders in specified matters.

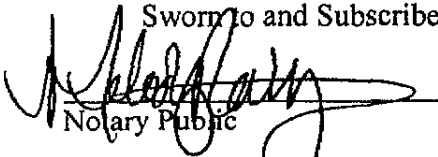
## ARTICLE X - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, including its name, in the manner now or hereafter prescribed by law, and all rights conferred on officers and shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 19<sup>th</sup> day of January, 2006.

  
COREY W. O'GORMAN

Sworn to and Subscribed before me this 19<sup>th</sup> day of January, 2006.

  
Notary Public

My Commission Expires:



**Melody Ratty**  
Commission # DD448976  
Expires July 31, 2009  
Bonded Tray Felt - Insurance, Inc. 800-385-7019

### **CERTIFICATE DESIGNATING REGISTERED OFFICE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091 and Chapter 607.034, Florida Statutes, the following is submitted in compliance with said Act:

That Place Planning and Design, Inc. desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation at 409 Gulf Road, North Palm Beach, Florida 33408 has named Corey W. O'Gorman 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 the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

By:

  
COREY W. O'GORMAN

Date:

JANUARY 19, 2006

RECEIVED  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

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