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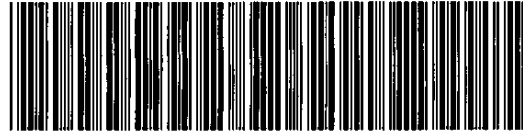
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TALLAHASSEE, FLORIDA

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SQUIRE, SANDERS & DEMPSEY L.L.P.
Including
STEEL HECTOR & DAVIS LLP

215 South Monroe Street, Suite 601
Tallahassee, Florida 32301-1804

Office: +1.850.222.2300
Fax: +1.850.222.8410

Gary P. Timin
GTimin@ssd.com

November 9, 2006

BY MESSENGER

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Articles of Incorporation for Parthenon Acquisition Corp.

Dear Sir or Madam:

Enclosed for filing please find the Articles of Incorporation for Parthenon Acquisition Corp., a new Florida corporation formed pursuant to Chapter 607, Florida Statutes. Two (2) counterpart originals of the Articles are enclosed, each with an acceptance by the designated registered agent, along with two (2) additional photocopies.

Please file the Articles and prepare three (3) certified copies and two (2) certificates of status. As soon as these papers are ready, our firm's messenger will retrieve them. Enclosed please find a check in the amount of \$113.75 for these services.

Thanks in advance for your assistance. Feel free to call me or my assistant, Sonia Martinez, at 222-2300 if you have any questions.

*Call when
Ready
222-2300*

GPT/sem
Enclosures

Sincerely,

SQUIRE, SANDERS & DEMPSEY L.L.P.

Gary P. Timin



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 9, 2006

GARY P TIMIN
SQUIRE SANDERS & DEMPSEY, LLP
PLEASE CALL FOR PICK UP 222-2300

SUBJECT: PARTHENON ACQUISITION CORP.
Ref. Number: W06000049279

We have received your document for PARTHENON ACQUISITION CORP. and your check(s) totaling \$113.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent designated in your document is not an active entity according to our records. Please reinstate this entity (call (850) 245-6059 for information) or designate another entity that is active according to our records.

An effective date may be added to the Articles of Incorporation if a 2007 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6855.

Tammy Hampton
Document Specialist
New Filing Section

Letter Number: 006A00066108

**ARTICLES OF INCORPORATION
OF
PARTHENON ACQUISITION CORP.**

The undersigned incorporator hereby forms a corporation pursuant to Chapter 607, Florida Statutes.

**Article I
Name of Corporation**

The name of this Florida corporation (the "Corporation") shall be:

PARTHENON ACQUISITION CORP.

**Article II
Address of Corporation**

The initial mailing address of the Corporation is: 100 Abbott Park Road, Abbott Park, Illinois 60064.

**Article III
Nature of Business**

The Corporation may engage in or transact any and all lawful business or activities permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

**Article IV
Capital Stock**

The Corporation shall have the authority to issue 1,000 shares of common stock, par value one cent (\$0.01) per share.

**Article V
Initial Registered Agent and Office Address**

The name and office address of the initial registered agent of the Corporation is:

Peninsula Registered Agents, Inc.
200 South Biscayne Boulevard, Suite 4000
Miami, Florida 33131-2398

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article VI
Incorporator

The name and address of the person signing these articles of incorporation as incorporator is Gary P. Timin, Squire, Sanders & Dempsey L.L.P., 215 South Monroe Street, Suite 601, Tallahassee, Florida. The powers of the incorporator shall terminate upon the filing of these articles of incorporation.

Article VII
Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one (1) director. The number of directors may be increased or decreased from time to time, in accordance with the Bylaws of the Corporation, but shall never be less than one. The manner of election of directors shall be regulated by the Bylaws. The name and address of the initial director is: Thomas C. Freyman, 100 Abbott Park Road, Abbott Park, Illinois 60064.

Article VIII
Term of Existence

The Corporation is to exist perpetually.

Article IX
Indemnification of Officers and Directors

Section 1. Mandatory Indemnification.

(a) Except as provided below, the Corporation shall, and does hereby, indemnify, to the fullest extent permitted or authorized by current or future legislation or current or future judicial or administrative decisions (but, in the case of any such future legislation or decisions, only to the extent that it permits the Corporation to provide broader indemnification rights than permitted prior to such legislation or decision), each officer and director of the Corporation (including the heirs, executors, administrators and estate of the person) who was or is a party, or is threatened to be made a party, or was or is a witness, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and any appeal therefrom (collectively, a "Proceeding"), against all liability (which for purposes of this Article includes all judgments, settlements, penalties and fines) and costs, charges, and expenses (including attorneys' fees) asserted against him or incurred by him by reason of the fact that the person is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (including serving as a fiduciary of an employee benefit plan).

(b) Notwithstanding the foregoing, except with respect to the indemnification specified in Section 3 of this Article, (i) the Corporation shall indemnify a person entitled to indemnification under Section 1(a) in connection with a Proceeding (or part thereof) initiated by an indemnified person only if authorization for the Proceeding (or part thereof) was not denied by the Board of

Directors of the Corporation within 60 days after receipt of notice thereof from the indemnified person and (ii) the Corporation shall not be required to indemnify or advance costs to any director or officer (or such person's heirs, executors, administrators or estate) in an action in which such person is an adverse party to the Corporation.

Section 2. Advance of Costs, Charges and Expenses. Costs, charges and expenses (including attorneys' fees) incurred by a person referred to in Section 1(a) of this Article in defending a Proceeding may be paid by the Corporation to the fullest extent permitted or authorized by current or future legislation or current or future judicial or administrative decisions (but, in the case of any future legislation or decisions, only to the extent that it permits the Corporation to provide broader rights to advance costs, charges and expenses than permitted prior to the legislation or decisions) in advance of the final disposition of the Proceeding, upon receipt of an undertaking reasonably satisfactory to the Board of Directors (the "Undertaking") by or on behalf of the indemnified person to repay all amounts so advanced if it is ultimately determined that such person is not entitled to be indemnified by the Corporation as authorized in this Article; provided that, in connection with a Proceeding (or part thereof) initiated by such person (except a Proceeding authorized by Section 3 of this Article), the Corporation shall pay the costs, charges and expenses in advance of the final disposition of the Proceeding only if authorization for the Proceeding (or part thereof) was not denied by the Board of Directors of the Corporation within 60 days after receipt of a request for advancement accompanied by an Undertaking. A person to whom costs, charges and expenses are advanced pursuant to this Article shall not be obligated to repay pursuant to the Undertaking until the final determination of (a) the pending Proceeding in a court of competent jurisdiction concerning the right of that person to be indemnified or (b) the obligation of the person to repay pursuant to the Undertaking. The Board of Directors may, upon approval of the indemnified person, authorize the Corporation's counsel to represent the person in any action, suit or proceeding, whether or not the Corporation is a party to the action, suit or proceeding.

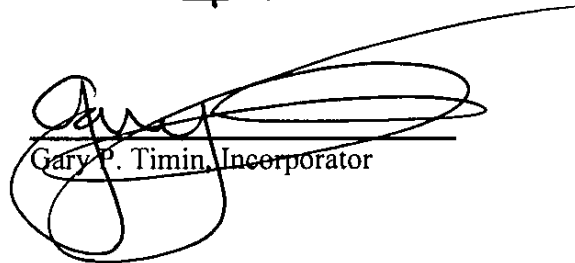
Section 3. Procedure For Indemnification. Any indemnification or advance under this Article shall be made promptly, and in any event within 60 days after delivery of the written request of the director or officer. The right to indemnification or advances as granted by this Article shall be enforceable by the director or officer in any court of competent jurisdiction if the Corporation denies the request under this Article in whole or in part, or if no disposition of the request is made within the 60-day period after delivery of the request. The requesting person's costs and expenses incurred in connection with successfully establishing his right to indemnification, in whole or in part, in any action shall also be indemnified by the Corporation. It shall be a defense available to the Corporation to assert in the action that indemnification is prohibited by law or that the claimant has not met the standard of conduct, if any, required by current or future legislation or by current or future judicial or administrative decisions for indemnification (but, in the case of future legislation or decision, only to the extent that the legislation does not impose a more stringent standard of conduct than permitted prior to the legislation or decisions). The burden of proving this defense shall be on the Corporation. Neither the failure of the Corporation to have made a determination prior to the commencement of the action that indemnification of the claimant is proper in the circumstances because he has met the applicable standard of conduct, if any, nor the fact that there has been an actual determination by the Corporation that the claimant has not met the applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

Section 4. Survival of Indemnification. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may now or hereafter be entitled under any statute, agreement, vote of stockholders or disinterested directors or recommendation of counsel or otherwise, both as to actions in the person's capacity as an officer or director and as to actions in another capacity while still an officer or director, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the estate, heirs, beneficiaries, executors and administrators of such a person. All rights to indemnification under this Article shall be deemed to be a contract between the Corporation and each director and officer of the Corporation described in Section 1 of this Article who serves or served as such at any time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the Florida Business Corporation Act or any other applicable laws shall not in any way diminish the rights to indemnification of such director or officer or the obligations of the Corporation arising hereunder for claims relating to matters occurring prior to the repeal or modification. The Board of Directors of the Corporation shall have the authority, by resolution, to provide for indemnification of agents of the Corporation and for such other indemnification of the directors and officers of the Corporation as it deems appropriate.

Section 5. Insurance. The corporation may purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (including serving as a fiduciary of an employee benefit plan), against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article or the applicable provisions of the Florida Business Corporation Act.

Section 6. Savings Clause. If this Article or any portion is invalidated or held to be unenforceable on any ground by a court of competent jurisdiction, the Corporation shall nevertheless indemnify each director and officer of the Corporation described in Section 1 of this Article to the fullest extent permitted by all applicable portions of this Article that have not been invalidated or adjudicated unenforceable, and as permitted by applicable law.

The incorporator executed these Articles of Incorporation on the 9 day of November, 2006.


Gary P. Timin, Incorporator

**CERTIFICATE DESIGNATING THE NAME AND OFFICE ADDRESS
OF REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

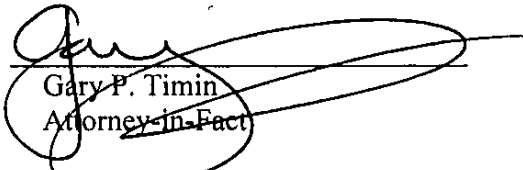
Name of Corporation: **PARTHENON ACQUISITION CORP.**

Name and Office Peninsula Registered Agents, Inc.
Address of Registered Agent: 200 South Biscayne Boulevard, Suite 4000
Miami, Florida 33131-2398

Peninsular Registered Agents, a Florida corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the initial registered agent in the foregoing Articles of Incorporation, accepts and is familiar with the obligations of its position as registered agent under section 607.0501, Florida Statutes.

PENINSULA REGISTERED AGENTS, INC.

By:


Gary P. Timin
~~Attorney-in-Fact~~

Date: November 9, 2006