

Florida Department of State  
Division of Corporations  
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**FLORIDA PROFIT/NON PROFIT CORPORATION****PENCO EAST, INC.**

Certificate of Status	0
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FAX NO. :8502160460

Dec. 26 2007 02:37PM P2/7

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**ARTICLES OF INCORPORATION  
OF  
PENCO EAST, INC.**

**FILED**  
07 DEC 26 AM 11:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, a person having the capacity to enter into a contract, acting as incorporator of a profit corporation (the "*Corporation*") under the Florida Business Corporation Act (as the same may be amended or supplemented from time to time and any successor thereto, the "*Act*"), does hereby adopt the following Articles of Incorporation for such Corporation:

**ARTICLE ONE  
NATURE OF ENTITY AND NAME**

The entity being formed is a profit corporation. The name of the Corporation is Penco East, Inc.

**ARTICLE TWO  
PRINCIPAL OFFICE**

The street address of the initial principal office and mailing address of the Corporation is 1730 S. Bumby Avenue, Orlando, Florida 32806.

**ARTICLE THREE  
DURATION**

The period of the Corporation's duration is perpetual.

**ARTICLE FOUR  
PURPOSE**

The purpose for which the Corporation is formed is for the transaction of any and all lawful business for which a profit corporation may be organized under the Act.

**ARTICLE FIVE  
CAPITAL STOCK**

The aggregate number of shares of stock that the Corporation shall have authority to issue is One Thousand (1,000) shares of common stock \$1.00 par value per share.

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**ARTICLE SIX**  
**BOARD OF DIRECTORS**

The number of directors constituting the initial Board of Directors (the "*Board*") is one (1), and the name and address of the person who is to serve as director until the first annual meeting of the shareholders or until his successor is elected and qualified is as follows:

**NAME**

Robert L. Renneker

**ADDRESS**

4407 Bee Caves Road, Suite 320  
Austin, Texas 78746

**ARTICLE SEVEN**  
**SHAREHOLDER VOTING**

Notwithstanding any provisions of the Act requiring for any purpose the affirmative vote of two-thirds, or any other percentage, of the outstanding shares entitled by law to vote thereon, or of the outstanding shares of a class or series entitled by law to vote thereon, such action, to the extent permitted by law, may be authorized and taken by the affirmative vote of the holders of a majority of such outstanding shares, or such outstanding shares of a class or series, as applicable. Except as provided in the preceding sentence or as otherwise required by law, the affirmative vote of the holders of a majority of the shares entitled to vote and represented in person or by proxy at any shareholders meeting at which a quorum is present shall be the act of the shareholders.

**ARTICLE EIGHT**  
**SHAREHOLDER ACTION**

Any action required or permitted by law to be taken at a meeting of the shareholders may be taken without a meeting, without prior notice, and without a vote, if a consent in writing, setting forth the action so taken, is signed by the holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all shares entitled to vote on the action were present and voted.

**ARTICLE NINE**  
**INDEMNIFICATION**

The Corporation shall indemnify any person who was, is or is threatened to be made a named defendant or respondent in a proceeding (as hereinafter defined) because the person (a) is or was a director or officer of the Corporation or (b) while a director or officer of the Corporation is or was serving at the request of the Corporation as a member, manager, director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic corporation, partnership, limited liability company, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise to the fullest extent that a corporation may grant indemnification to a person serving in such capacity under the Act, as the same exists or may hereafter be amended.

Such right shall be a contract right and shall include the right to be paid by the Corporation for all reasonable expenses actually incurred in connection with any such proceeding in advance of its final disposition to the maximum extent permitted under the Act, as the same exists or may hereafter be amended. If a claim for indemnification or advancement of expenses hereunder is not paid in full by the Corporation within 45 days after a written claim has been received by the Corporation, the claimant may

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at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expenses of prosecuting such claim. It shall be a defense to any such action that such indemnification or advancement of costs of defense is not permitted under the Act, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board or any committee thereof, special legal counsel, or shareholders) to have made its determination prior to the commencement of such action that indemnification of, or advancement of costs or defense to, the claimant is permissible under the circumstances nor an actual determination by the Corporation (including its Board or any committee thereof, special legal counsel, or shareholders) that such indemnification or advancement is not permissible shall be a defense in the action or create a presumption that such indemnification or advancement is not permissible.

The Corporation additionally may indemnify any person covered by the grant of mandatory indemnification contained above to such further extent as is permitted by law and may indemnify any other person to the fullest extent permitted by law.

The provisions of this Article (a) are for the benefit of, and may be enforced by, each indemnitee of the Corporation (each, an "Indemnitee"), the same as if set forth in their entirety in a written instrument duly executed and delivered by the Corporation and such Indemnitee and (b) constitute a continuing offer to all present and future Indemnitees. The Corporation, by its adoption of this Article, (x) acknowledges and agrees that each Indemnitee of the Corporation has relied upon and will continue to rely upon the provisions of this Article in becoming, and serving in, any of the capacities referred in the first paragraph of this Article, (y) waives reliance upon, and all notices of acceptance of, such provisions by such Indemnitees and (z) acknowledges and agrees that no present or future Indemnitee shall be prejudiced in his right to enforce the provisions of this Article in accordance with their terms by any act or failure to act on the part of the Corporation.

No amendment, modification or repeal of this Article or any provision hereof shall in any manner terminate, reduce or impair the right of any past, present or future Indemnitees to be indemnified by the Corporation, nor the obligation of the Corporation to indemnify any such Indemnitees, under and in accordance with the provisions of this Article as in effect immediately prior to such amendment, modification or repeal with respect to claims arising from or relating to matters occurring, in whole or in part, prior to such amendment, modification or repeal, regardless of when such claims may arise or be asserted.

As used herein, the term "proceeding" means any threatened, pending, or completed action or other proceeding, whether civil, criminal, administrative, arbitrative, or investigative, any appeal in such an action or proceeding, and any inquiry or investigation that could lead to such an action or proceeding.

#### ARTICLE TEN DIRECTOR LIABILITY

A director of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director, except that this Article does not eliminate or limit the liability of a director, to the extent the director is found liable, for:

- (a) a breach of a director's duty of loyalty to the Corporation or its shareholders;
- (b) an act or omission not in good faith that constitutes a breach of duty of the director to the Corporation or that involves intentional misconduct or a knowing violation of the law;

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(c) a transaction from which a director received an improper benefit, regardless of whether or not the benefit resulted from an action taken within the scope of the director's duties; or

(d) an act or omission for which the liability of a director is expressly provided by an applicable statute.

Neither the amendment nor repeal of this Article, nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article, shall eliminate or reduce the effect of this Article in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article, would accrue or arise, prior to such amendment, repeal or adoption of any inconsistent provision. If the Act or any successor thereto is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act or any successor thereto, as so amended from time to time.

**ARTICLE ELEVEN**  
**REGISTERED AGENT AND REGISTERED OFFICE**

The name of the initial registered agent of the Corporation is Capitol Corporate Services, Inc. The street address of the initial registered office of the Corporation is 155 Office Plaza Drive, Suite A, Tallahassee, Florida 32301. The registered agent designated in this Article accepts its appointment as registered agent for the Corporation in accordance with the Act, as evidenced by the attached written statement in the form and manner prescribed by the Act which is signed by the registered agent and filed simultaneously with these Articles of Incorporation.

**ARTICLE TWELVE**  
**INCORPORATOR**

The name and address of the incorporator are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Robert L. Renneker	4407 Bee Caves Road, Suite 320 Austin, Texas 78746

**ARTICLE THIRTEEN**  
**EFFECTIVE DATE**

These Articles of Incorporation become effective at a future date which is not later than ninety (90) days after the date of filing. The effective date and time of these Articles of Incorporation is 1 January 2008 at 1:04 a.m. EST (the "Effective Date").

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IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of Incorporation on 24 December 2007 to be effective on the Effective Date.

**INCORPORATOR:**

  
Robert L. Renneker

ARTICLES OF INCORPORATION  
PERIOD EAST, INC.  
24 DECEMBER 2007  
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**STATEMENT OF ACCEPTANCE BY REGISTERED AGENT**

IN WITNESS WHEREOF, the undersigned, having been named as registered agent to accept service of process for the Corporation at the place designated in these Articles of Incorporation, is familiar with and accepts the obligations of the position of registered agent, accepts the appointment as registered agent of the Corporation and agrees to act in such capacity, and files this Statement of Acceptance by Registered Agent simultaneously with the Articles of Incorporation of the Corporation.

**REGISTERED AGENT:**

Capitol Corporate Services, Inc.

By: Gayle Windle

Print Name: Gayle Windle

Title: Asst Secretary

Date: 12-26-2007

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