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SECRETARY OF STATE

APPROVED
AND

1/H



Steven L. McPheeters DIRECT 205,254,1203

EMAIL smcpheeters@maynardcooper.com

February 26, 2009

#### **VIA FEDERAL EXPRESS**

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

**RE:** PLAE Vertical Incorporated

Dear Sir or Madam:

Please find enclosed herewith for filing the following documents:

- (1) Articles of Incorporation of PLAE Vertical Incorporated;
- (2) Certificate Designating Place of Business for the Service or Process Within Florida and Registered Agent Upon Whom Process May be Served; and
- (3) Our firm's check in the amount of \$87.50 for the filing fee of the Articles of Incorporation; Certificate of Status and Certificate of Certification.

Please acknowledge receipt of the enclosed by stamping the extra copy of these documents and returning them to me in the enclosed, self-addressed, Federal Express envelope.

Should you have any questions, please contact me at (205) 488-3571.

Very truly yours,

Anita Parsons

Legal Assistant to Steven L. McPheeters

/ap

**Enclosures** 

APPROVEG AND FILED

#### ARTICLES OF INCORPORATION

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**OF** 

SECRETARY OF STATE TALLAHASSEE, FLORIDA

#### PLAE VERTICAL INCORPORATED

The undersigned, being of legal age and desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Florida Business Corporation Act, as amended (such Act, as amended from time to time, is hereinafter referred to as the "Act"), executes the following Articles of Incorporation.

### ARTICLÉ I

#### Name

The name of the Corporation is: PLAE Vertical Incorporated.

#### **ARTICLE 11**

#### **Duration**

The Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall have perpetual duration unless sooner dissolved according to law.

#### ARTICLE III

#### Purpose and General Powers

The general purpose of the Corporation shall be the transaction of any and all lawful business for which corporations may be incorporated under the Act. The Corporation shall have all of the powers enumerated in the Act and all such other powers as are not specifically prohibited to corporations for profit under the laws of the State of Florida.

#### **ARTICLE IV**

#### Capital Stock

The Corporation is authorized to issue shares of one class of capital stock designated as common stock of the Corporation.

The aggregate number of shares of common stock (referred to in these Articles of Incorporation as "Common Stock") which the Corporation shall have authority to issue is 100 with a par value of \$.01 per share.

Each record holder of Common Stock shall be entitled to one vote for each share held. Holders of Common Stock shall not have as a matter of right any preemptive or preferential right to subscribe for, purchase, receive, or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock of the Corporation.

#### **ARTICLE V**

#### Initial Registered Office and Agent; Principal Place of Business

The initial registered office of the Corporation shall be located at 174 Water Color Way, Suite 290, Santa Rosa Beach, Florida 32459, and the initial registered agent of the Corporation at that address shall be Brett M. Waits. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation. The principal place of business and the mailing address of the Corporation shall be 174 Water Color Way, Suite 290, Santa Rosa Beach, Florida 32459.

#### **ARTICLE VI**

#### Initial Board of Directors

The initial board of directors of the Corporation shall consist of one director. The name and street address of the initial director of the Corporation is:

Name Address

Brett M. Waits 174 Water Color Way, Suite 290

Santa Rosa Beach, Florida 32459

The number of directors of the Corporation shall be the number from time to time fixed by the shareholders, or by the directors, of the Corporation in accordance with the terms and conditions of the Bylaws, but at no time shall said number of directors be less than one.

#### **ARTICLE VII**

#### <u>Incorporator</u>

The name and street address of the person signing the Articles of Incorporation as Incorporator are:

Brett M. Waits, 174 Water Color Way, Suite 290, Santa Rosa Beach, Florida 32459

#### **ARTICLE VIII**

#### **Bylaws**

The power to adopt, alter, amend or repeal the bylaws of the Corporation (the "Bylaws") shall be vested in the Board of Directors.

#### **ARTICLE IX**

#### Amendment

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

#### **ARTICLE X**

#### **Headings and Captions**

The headings or captions of these Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

[signature on following page]

IN WITNESS WHEREOF, the undersigned does hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 19th day of February 2009.

Brett M. Waits

STATE OF Florida )
COUNTY OF WALTON )

The foregoing instrument was acknowledged before me this 19th day of February, 2009, by Beverly M. Brown, a notary public in and for said State and County.

Printed Name: Beverly M. Brown

Notary Public, State of FLonida

My commission expires: <u>August 6</u>, <u>2010</u>

Personally known  $\square$  or Produced Identification  $\square$ Type of Identification Produced Florida Drivers License



## CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OR PROCESS WITHIN FLORIDA AND REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

PLAE Vertical Incorporated (the "Corporation") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida has named and designated Brett M. Waits as its Registered Agent to accept service of process within the State of Florida with its registered office located at 174 Water Color Way, Suite 290, Santa Rosa Beach, Florida 32459.

#### **ACKNOWLEDGMENT**

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations relating to service as a registered agent, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this day of February, 2009.

Brett M. Waits, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA