

P11000055569

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H11000157250 3)))



H110001572503ABCW

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850)617-6381
From: Account Name : CARLTON FIELDS
Account Number : 076077000355
Phone : (813)223-7000
Fax Number : (813)229-4133

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
2011 JUN 14 AM 8:21

FILED

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: MMayer@CARLTONFIELDS.COM

FLORIDA PROFIT/NON PROFIT CORPORATION
GIBSON DEI ACQUISITION CORPORATION

Table with 2 columns: Description and Amount. Rows include Certificate of Status (1), Certified Copy (1), Page Count (03), and Estimated Charge (\$87.50).

RECEIVED
11 JUN 14 PM 4:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2011 JUN 14 AM 8:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
FILED

**ARTICLES OF INCORPORATION  
OF  
GIBSON DEI ACQUISITION CORPORATION**

**ARTICLE I - NAME AND BUSINESS ADDRESS**

The name of this Corporation is Gibson DEI Acquisition Corporation. Its principal office address and business mailing address is 309 Plus Park Boulevard, Nashville, Tennessee 37217.

**ARTICLE II - DURATION**

The Corporation shall have a perpetual existence.

**ARTICLE III - PURPOSE**

The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and Florida.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 10,000 shares of common stock, having a par value of \$.01 per share.

**ARTICLE V - BOARD OF DIRECTORS**

The Corporation shall be governed by a Board of Directors. The number of directors may be increased or decreased from time to time by vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than nine. The name and address of the directors constituting the initial Board of Directors are:

| <u>Name</u>         | <u>Address</u>                                 |
|---------------------|--|
| Henry E. Juskiewicz | 309 Plus Park Boulevard<br>Nashville, TN 37217 |
| David H. Barryman   | 309 Plus Park Boulevard<br>Nashville, TN 37217 |

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

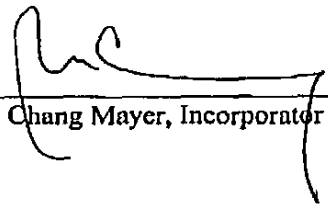
The street address of the initial registered office of this Corporation shall be 100 S. Ashley Drive, Suite 400, Tampa, Florida 33602, and the initial registered agent of this corporation at such office shall be CFRA, LLC, a Florida limited liability company, who upon accepting this designation agrees to comply with the provisions of Chapters 48 and 607, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

**ARTICLE VII- INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation is:

| <u>Name</u>       | <u>Address</u>   |
|-------------------|--|
| Maria Chang Mayer | 100 SE Second Street<br>Suite 4200<br>Miami, Florida 33131 |

Dated: June 14, 2011

  
\_\_\_\_\_  
Maria Chang Mayer, Incorporator

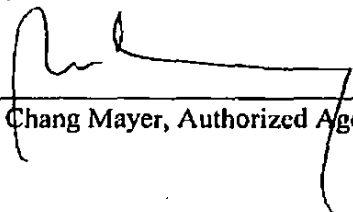
**ACCEPTANCE OF REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the Company, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in that capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Dated this 14th day of June, 2011.

**Registered Agent:**

CFRA, LLC

By:   
Maria Chang Mayer, Authorized Agent

2011 JUN 14 AM 8:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED