

P21000040010

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

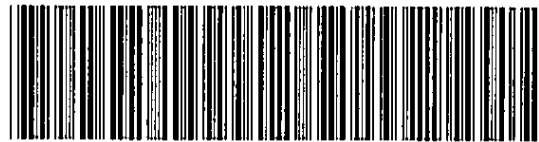
(Document Number)

Certified Copies ☒

Certificates of Status ☐

Special Instructions to Filing Officer:

Office Use Only



800368843798

06/30/21--01117-014 \*\*113.75

2021 JUN 30 AM 8:07

P21000

EFFECTIVE DATE

June 30, 2021

Marger/CC

JUL 26 2021

ALBRITTON

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations  
FUTURE TECH ENTERPRISE, INC.

SUBJECT: \_\_\_\_\_  
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Daniel R. Bernard, Esq.

---

Contact Person

Twomey, Latham, Shea, Kelley, Dubin & Quartararo LLP

Firm/Company
--------------

PO 9398

Address

Riverhead, New York 11901

City/State and Zip Code \_\_\_\_\_

dbernard@suffolklaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Daniel R. Bernard 631 727-2180 ext 321

Name of Contact Person \_\_\_\_\_ At (\_\_\_\_\_) \_\_\_\_\_  
Area Code & Daytime Telephone Number

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**ARTICLES OF MERGER**  
(Profit Corporations)

**EFFECTIVE DATE**  
June 30, 2021

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
FUTURE TECH ENTERPRISE, INC.	Florida	P21000040010
_____	_____	_____

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
FUTURE TECH ENTERPRISE, INC.	New York	2088357
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**OR** June 30 2021 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on June 1, 2021.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on June 1, 2021.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

2021 JUN 30 PM 6:07  
FILED

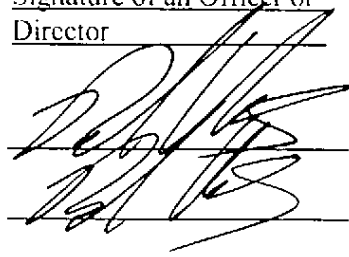
**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or  
Director

Typed or Printed Name of Individual & Title

FUTURE TECH ENTERPRISE, INC.



Robert Venero, President

FUTURE TECH ENTERPRISE, INC.

Robert Venero, President

**AGREEMENT AND PLAN OF MERGER**  
**OF**  
**FUTURE TECH ENTERPRISE, INC., a New York corporation**  
**INTO**  
**FUTURE TECH ENTERPRISE, INC., a Florida corporation**

This AGREEMENT AND PLAN OF MERGER, dated as of June 30, 2021 (the "Merger Agreement"), is made by and between FUTURE TECH ENTERPRISE, INC., a Florida corporation ("Future Tech Florida"), and FUTURE TECH ENTERPRISE, INC., a New York corporation ("Future Tech New York"). Future Tech Florida and Future Tech New York are sometimes referred to in this Agreement as the "Constituent Corporations." Future Tech Florida is a wholly owned subsidiary of Future Tech New York.

**BACKGROUND**

The number of shares Future Tech Florida is authorized to issue is 1,000 of common stock, no par value. The number of issued and outstanding no par value common stock entitled to vote 200 (the "Future Tech Florida Stock"), all of which are held by Future Tech New York. Future Tech Florida has no other issued or outstanding stock, and no class or series of stock is entitled to vote as a class.

The number of shares Future Tech New York is authorized to issue is 200 of common stock, no par value. The number of issued and outstanding no par value common stock entitled to vote 200 (the "Future Tech New York Stock"). Future Tech New York has no other issued or outstanding stock, and no class or series of stock is entitled to vote as a class.

The Board of Directors of Future Tech New York has determined that, for the purpose of effecting the reincorporation of Future Tech New York in the State of Florida, it is advisable and in the best interests of Future Tech New York and its shareholders that Future Tech New York merge with and into Future Tech Florida upon the terms and conditions provided in this Agreement.

The respective Boards of Directors of the Constituent Corporations, the shareholders of Future Tech New York and the stockholder of Future Tech Florida have approved this Merger Agreement and have directed that this Merger Agreement be executed by the undersigned officers.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth in this Agreement, Future Tech Florida and Future Tech New York hereby agree, subject to the terms and conditions set forth below, as follows:

## **ARTICLE 1 MERGER**

1. Merger. In accordance with the provisions of this Merger Agreement, the Florida Business Corporations Act (the "FBCA") and the New York Business Corporation Law § (the "BCL"), Future Tech New York shall be merged with and into Future Tech Florida (the "Merger"). the separate existence of Future Tech New York shall cease and Future Tech Florida shall be, and is sometimes referred to as, the "Surviving Corporation," and the name of the Surviving Corporation shall be FUTURE TECH ENTERPRISE, INC.

2. Effective Date. The effective date of the Merger will be June 30, 2021.

3. Effect of the Merger. Upon the Effective Date, the separate existence of Future Tech New York shall cease, and Future Tech Florida, as the Surviving Corporation, shall: (i) continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Date; (ii) be subject to all actions previously taken by its and Future Tech New York's Boards of Directors; (iii) succeed, without other transfer, to all of the assets, rights, powers and property of Future Tech New York in the manner as more fully set forth in Section 907 of the BCL; (iv) continue to be subject to all of its debts, liabilities and obligations as constituted immediately prior to the Effective Date; and (v) succeed, without other transfer, to all of the debts, liabilities and obligations of Future Tech New York in the same manner as if Future Tech Florida had itself incurred them, all as more fully provided under the applicable provisions of the FBCA and the BCL.

## **ARTICLE 2 CHARTER DOCUMENTS, DIRECTORS AND OFFICERS**

1. Articles of Incorporation. The Articles of Incorporation of Future Tech Florida in effect at the Effective Time shall be the articles of incorporation of the Surviving Corporation, attached as "Exhibit A" to this Agreement.

2. Bylaws. The bylaws of Future Tech Florida in effect at the Effective Time shall be the bylaws of the Surviving Corporation attached as "Exhibit B" to this Agreement, until such time, if any, that such bylaws are amended.

3. Name. The name of the Surviving Corporation, as of the Effective Date, shall be "FUTURE TECH ENTERPRISE, INC."

4. Directors and Officers. The directors and officers of Future Tech New York immediately prior to the Effective Date shall be the directors and officers of the Surviving Corporation until their successors shall have been duly elected and qualified or until as otherwise provided by law, the Articles of Incorporation of the Surviving Corporation or the Bylaws of the Surviving Corporation.

### **ARTICLE 3 MANNER OF CONVERSION OF STOCK**

1. Future Tech New York Stock. Upon the Effective Date, each share of Future Tech New York Stock issued and outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any action by the Constituent Corporations, the holder of such shares or any other person, be converted into and exchanged for one fully paid and nonassessable share of Future Tech Florida Stock.

2. Future Tech Florida Stock. Upon the Effective Date, each share of Future Tech Florida Stock issued and outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any action by Future Tech Florida, or the holder of such shares or any other person, be cancelled and returned to the status of authorized and unissued shares of Future Tech Florida Stock, without any consideration being delivered to the holder.

3. Exchange of Certificates. After the Effective Date, each holder of an outstanding certificate representing shares of Future Tech New York Stock may, at such shareholder's option, surrender the same for cancellation to an exchange agent designated by the Surviving Corporation (the "Exchange Agent"), and each such holder shall be entitled to receive in exchange a certificate or certificates representing the number of shares of Future Tech Florida Stock into which the shares formerly representing by the surrendered certificate were converted in accordance with Article 3, Section 1 of this Agreement. Until so surrendered, each certificate representing shares of Future Tech New York Stock outstanding immediately prior to the Effective Date shall be deemed for all purposes, from and after the Effective Date, to represent the number of shares of Future Tech Florida Stock into which such shares of Future Tech New York Stock were converted in the Merger.

The registered owner on the books and records of the Surviving Corporation or the Exchange Agent of any shares of stock represented by such certificate shall, until such certificate shall have been surrendered for transfer or conversion or otherwise accounted for to the Surviving Corporation or the Exchange Agent, have and be entitled to exercise any voting and other rights with respect to and to receive dividends and other distributions upon the shares of Future Tech Florida Stock represented by such certificate as provided above.

Each certificate representing shares of Future Tech Florida Stock issued in the Merger shall bear the same legends, if any, with respect to the restrictions on transferability as the certificate of Future Tech New York converted in exchange for the Future Tech Florida Stock, unless otherwise determined by the Board of Directors of the Surviving Corporation in compliance with applicable laws.

### **ARTICLE 4 CONDITIONS**

(a) The principal terms of this Merger Agreement shall have been approved by the shareholders of Future Tech New York; and

(b) Any consents, approvals or authorizations that Future Tech New York deems necessary, appropriate or convenient to be obtained in connection with the consummation of the Merger shall have been obtained.

## **ARTICLE 5 GENERAL**

1. Covenants of Future Tech Florida. Future Tech Florida covenants and agrees that it will, on or before the Effective Date:

(a) Qualify to do business as a foreign corporation in the State of New York and appoint an agent for service of process as required under the provisions of Section 306 of the BCL;

(b) File this Merger Agreement in the name and on behalf of Future Tech New York with the Secretaries of State of the States of New York and Florida; and

(c) Take such other actions as may be required by the BCL or the FBCA.

2. Further Assurances. From time to time, as and when required by Future Tech Florida or by its successors or assigns, there shall be executed and delivered on behalf of Future Tech New York such deeds and other instruments, and there shall be taken or caused to be taken by Future Tech Florida and Future Tech New York such further and other actions, as shall be necessary, appropriate or convenient in order to vest or perfect in or conform of record or otherwise by Future Tech Florida the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Future Tech New York and otherwise to carry out the purposes of this Merger Agreement, and the officers and directors of Future Tech Florida are fully authorized in the name and on behalf of Future Tech New York or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

3. Abandonment. At any time before the Effective Date, this Merger Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the Board of Directors of either or both of the Constituent Corporations, notwithstanding the approval of this Merger Agreement by the shareholders of Future Tech New York or by the sole stockholder of Future Tech Florida, or by both. In the event of the termination of this Merger Agreement, this Merger Agreement shall become void and of no effect and there shall be no obligations on either Constituent Corporation or their respective Board of Directors, shareholders or stockholders with respect to this Agreement.

4. Amendment. The Boards of Directors of the Constituent Corporations may amend this Merger Agreement at any time prior to the filing of this Merger Agreement with the Secretaries of State of the States of Florida and New York, provided that an amendment made subsequent to the adoption of this Merger Agreement by the stockholders or shareholders of either Constituent Corporation shall not, unless approved by such stockholders or shareholders as required by law:



(a) Alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such Constituent Corporation;

(b) Alter or change any term of the Articles of Incorporation of the Surviving Corporation to be effected by the Merger; or

(c) Alter or change any of the terms and conditions of this Merger Agreement if such alteration or change would adversely affect the holders of any class or series of capital stock of any Constituent Corporation.

5. Registered Office. The registered office of the Surviving Corporation in the State of Florida is 500 East Broward Boulevard, Suite 2400, Fort Lauderdale, Florida, 33394, and the registered agent of the Surviving Corporation is Registered Agent Solutions, Inc., 155 Office plaza Drive, Suite A, Tallahassee, Florida, 32301.

6. Governing Law. This Merger Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Florida and, so far as applicable, the merger provisions of the BCL.

7. Counterparts. In order to facilitate the filing and recording of this Merger Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the Constituent Corporations have caused this Merger Agreement to be duly executed and delivered as of the date first above written.

FUTURE TECH ENTERPRISE, INC., a Florida corporation

By: 

Robert Venero, President

FUTURE TECH ENTERPRISE, INC., a New York corporation

By: 

Exhibit "A"

(Articles of Incorporation)

**Electronic Articles of Incorporation  
For**

P21000040010  
FILED  
April 26, 2021  
Sec. Of State  
Iskervin

FUTURE TECH ENTERPRISE, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

**Article I**

The name of the corporation is:

FUTURE TECH ENTERPRISE, INC.

**Article II**

The principal place of business address:

500 EAST BROWARD BOULEVARD  
SUITE 2400  
FORT LAUDERDALE, FL. 33394

The mailing address of the corporation is:

500 EAST BROWARD BOULEVARD  
SUITE 2400  
FORT LAUDERDALE, FL. 33394

**Article III**

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

**Article IV**

The number of shares the corporation is authorized to issue is:

1000

**Article V**

The name and Florida street address of the registered agent is:

REGISTERED AGENT SOLUTIONS, INC.  
155 OFFICE PLAZA DR.  
SUITE A  
TALLAHASSEE, FL. 32301

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: ADAM SALDANA, ASSISTANT SECRETARY

P21000040010  
FILED  
April 26, 2021  
Sec. Of State  
Iskervin

### **Article VI**

The name and address of the incorporator is:

DANIEL R. BERNARD  
33 WEST SECOND STREET

RIVERHEAD, NY 11901

Electronic Signature of Incorporator: DANIEL R. BERNARD

I am the incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.

### **Article VII**

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P  
ROBERT VENERO  
500 EAST BROWARD BOULEVARD, SUITE 2400  
FORT LAUDERDALE, FL. 33394

Title: VP  
TRACEY VENERO  
500 EAST BROWARD BOULEVARD, SUITE 2400  
FORT LAUDERDALE, FL. 33394

### **Article VIII**

The effective date for this corporation shall be:

04/26/2021

Exhibit "B"

(Bylaws)

## BY-LAWS

-of-

FUTURE TECH ENTERPRISE, INC.

(a Florida corporation)

### ARTICLE I

#### OFFICES

SECTION 1. Principal Office. The principal office of the Corporation shall be in the County of Broward in the State of Florida.

SECTION 2. Other Offices. The Corporation may also have offices at such other places within and without the State of Florida as the Board of Directors may from time to time determine or the business of the Corporation may require.

### ARTICLE II.

#### SHAREHOLDER MEETINGS

SECTION 1. Annual Meeting. The annual meeting of shareholders of the corporation shall be held at such time and date as may be determined by the Board of Directors and as shall be designated in the notice of said meeting for the purpose of electing a Board of Directors and for the transaction of such other business as may properly be brought before the meeting.

SECTION 2. Special Meetings. A special meeting of shareholders, for any purpose or purposes, unless otherwise prescribed by statute or by the Certificate of Incorporation, may be called by the President, the Board of Directors or any officer of the Corporation instructed by the Board of Directors to call such a meeting, and shall be called by any other officer in the Office of the President at the request in writing of a majority of the directors. Such request shall state the purpose or purposes of the proposed meeting.

SECTION 3. Place. Annual meetings and special meetings shall be held at such a place, within or without the State of Florida, as the Board of Directors may, from time to time, fix. Whenever the directors shall fail to fix such a place, the meeting shall be held at such a place within Suffolk County as may be designated in the notice of such meeting.

SECTION 4. Notice. Notice of all meetings shall be in writing and shall state the place, date and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called and to which its business will be limited. The notice for a special meeting shall also indicate that it is being issued by or at the direction of the person or persons calling the meeting. If the Board of Directors shall amend, repeal, or adopt a by-law regulating an impending election of directors, the notice of the next meeting of shareholders for the elections of directors shall set forth the by-law so amended, repealed or adopted and shall contain

a concise statement of the changes made. A copy of the notice of any meeting shall be given to each shareholder entitled thereto, personally or by mail, not fewer than ten days nor more than fifty days before the date of the meeting, provided, however, that a copy of such notice may be given by third class mail not fewer than twenty-four nor more than fifty days before the date of the meeting. If mailed, such notice shall be deemed given when deposited in a United States post office or letter box with postage thereon prepaid, directed to the shareholder at his or her record address or at such other address for the mailing of notices as he or she may have furnished in writing to the Secretary. Notice of a meeting need not be given to any shareholder who attends such meeting, in person or by proxy, without protesting prior to the conclusion of the meeting the lack of notice of such meeting, or who submits a signed waiver of notice, in person or by proxy, before or after the meeting.

SECTION 5. Fixing Record Date. For the purpose of determining the shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining the shareholders entitled to receive payment of any dividend or the allotment of any rights, or for the purpose of any other action, the Board of Directors may fix, in advance, a date as the record date for any such determination of shareholders. Such date shall not be more than fifty nor less than ten days before the date of such meeting, nor more than fifty days prior to any other action. If no record date is fixed, the record date for the determination of shareholders entitled to notice of or to vote at a meeting of shareholders shall be at the close of the business day next preceding the day on which notice is given, or, if no notice is given, the day which the meeting is held, and the record date for determining shareholders for any other purpose shall be at the close of business on the day on which the resolution of the directors relating thereto is adopted. When a determination of shareholders of record entitled to notice of or to vote at any meeting of shareholders has been made as provided in this Section 5, such determination shall apply to any adjournment thereof, unless directors fix a new record date under this Section 5 for the adjourned meeting.

SECTION 6. Adjourned Meeting. No notice need be given of any adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. At any adjourned meeting the Corporation may transact any business which might have been transacted on the original date of the meeting. If a new record date is fixed for the adjourned meeting, notice of the adjourned meeting shall be given to each shareholder of record on the new record date entitled to notice of the meeting.

SECTION 7. Conduct of Meeting. Meetings of the shareholders shall be presided over by the Chairman of the Board, or if none is in office or in the absence of the Chairman of the Board, the President or, in his absence, by a Vice President or, if none of the foregoing is in office and present, a chairman to be chosen by the shareholders. The Secretary of the Corporation or, in his absence, an Assistant Secretary, shall act as secretary of every meeting, but if neither the Secretary nor an Assistant Secretary is present, the chairman of the meeting shall appoint a secretary of the meeting. The order of business at all meetings of the shareholders shall be determined by the chairman of the meeting.

SECTION 8. Appointment of Inspectors. The Board of Directors, in advance of any meeting, may appoint one or more inspectors, who need not be shareholders, to act at the

meeting or any adjournment thereof. If inspectors are not so appointed, the chairman of the meeting may, but need not, appoint one or more inspectors. In case any person who may be appointed as an inspector fails to appear or act, the vacancy may be filled by appointment made at the meeting by the chairman thereof. Each inspector, if any, before entering upon discharge of his duties, shall take and sign an oath faithfully to execute the duties of inspector at such meeting with strict impartiality and according to the best of his ability. The inspectors, if any, shall determine the number of shares outstanding and the voting power of each, the shares represented at the meeting, the existence of a quorum and the validity and effect of proxies, and shall receive votes, ballots or consents, hear and determine the result and do such acts as are proper to conduct the election or vote thereat, the inspectors, if any, shall make a report in writing of any challenge, question or matter determined by them and execute a certificate of any fact found by them.

SECTION 9. List of Shareholders. A list of the shareholders entitled to vote at any meeting of shareholders as of the record date for the determination thereof, certified by the Secretary or by the transfer agent or agents for the Corporation, shall be produced at such meeting upon the request of any shareholder made at or prior to such meeting.

SECTION 10. Quorum. Except as otherwise provided by statute or by the Certificate of Incorporation, the presence, in person, or by proxy, of the holders of a majority of the issued and outstanding shares of the Corporation entitled to vote thereat shall constitute a quorum at a meeting of shareholders for the transaction of any business. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any shareholders. The shareholders present may adjourn the meeting despite the absence of a quorum.

SECTION 11. Proxies. Any shareholder may authorize another person or persons to act for him by proxy in all matters in which a shareholder is entitled to participate, whether by waiving notice of any meeting, voting, or participating at a meeting or expressing consent or dissent without a meeting. Every proxy must be signed by the shareholder or his or her attorney-in-fact. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the shareholder executing it, except as otherwise provided by statute.

SECTION 12. Voting. Except as otherwise provided by statute or by the Certificate of Incorporation, each holder of record of shares of the Corporation having voting rights shall be entitled at each meeting of shareholders to one vote for each share of the Corporation standing in his name on the records of the Corporation on the date fixed as the record date for the determination of the shareholders entitled to notice of and to vote at such a meeting. Except as otherwise provided by statute or by the Certificate of Incorporation, any corporate action other than the election of directors to be taken by vote of the shareholders shall be authorized by a majority of the votes cast at a meeting of shareholders by the holders of shares present, in person or by proxy, and entitled to vote on such action. Directors shall be elected as provided in Section 2 of Article III. Unless required by statute or determined by the chairman of the meeting to be advisable, no vote need be by ballot, but in case of a vote by ballot, each ballot shall be signed by the voting shareholder or his proxy and shall state the number of shares voted.

SECTION 13. Action without a Meeting. Whenever the shareholders are required or permitted to take any action by vote, such action may be taken without a meeting on written



consent, setting forth the action so taken, signed by a majority of the holders of all shares entitled to vote thereon.

### ARTICLE III.

#### DIRECTORS

SECTION 1. Powers, Qualifications and Number. The property, affairs and business of the Corporation shall be managed under the direction of its Board of Directors, which may exercise all such authority and powers of the Corporation and do all lawful acts and things as are not by statute or the Certificate of Incorporation directed or required to be exercised or done by the shareholders. Each director shall be at least eighteen years of age, but need not be a shareholder, a citizen of the United States or a resident of the State of Florida, the number of directors constituting the Board of Directors shall be three (3) unless changed as provided herein, and in any event shall be at least three, except that where all the issued and outstanding shares of the Corporation are owned beneficially and of record by fewer than three shareholders, the number of directors may be less than three but not less than the number of such shareholders. The number of directors constituting the initial Board of Directors shall be one. Subject to the foregoing limitation, the number of directors may be increased or decreased at any time and from time to time by a resolution of the Board of Directors adopted by a majority of the directors which the Corporation would have if there were no vacancies, provided that no decrease shall become effective until the next annual meeting of shareholders if its effectiveness would shorten the term of any incumbent directors.

SECTION 2. Election, Term and Vacancies. Except as otherwise provided by statute or by the Certificate of Incorporation, directors shall be elected at each annual meeting of shareholders by a plurality of the votes cast by the holders of shares present at the meeting, in person or by proxy, and entitled to vote in the election; such directors, and directors who are elected in the interim prior to such a meeting to fill newly-created directorships, shall hold office until the next annual meeting of shareholders and until their successors have been elected and qualified. In the interim prior to a meeting of shareholders for the election of directors, newly-created directorships and any vacancies in the Board of Directors, including vacancies resulting from the removal of directors for cause or without cause, may be filled by the vote of a majority of the directors then in office, although less than a quorum exists.

SECTION 3. Resignation and Removal. Any directors may resign at any time by giving written notice of his resignation to the Board of Directors, the Office of the President or the Secretary. Any such resignation shall take effect at the time specified therein or, if no time is specified, immediately upon receipt; unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any or all of the directors may be removed for cause or without cause by the shareholders at a special meeting therefor and, except as otherwise provided by statute or by the Certificate of Incorporation, may be removed for cause by the Board of Directors.

SECTION 4. Executive Committee. Whenever there shall be more than three directors, the Board of Directors may, by resolution adopted by a majority of the directors which the Corporation would have if there were no vacancies, (a) designate from among its members

three or more directors to constitute an Executive Committee which, to the extent conferred by the resolution designating it and except as otherwise provided by statute, shall have and may exercise all the authority of the Board of Directors, and (b) designate, from among the members of such Executive Committee, a Chairman of the Executive Committee. Whenever the Board of Directors is not in session or whenever a quorum fails to attend any regular or stated or special meeting of the Board of Directors, such committee shall advise and aid the officers of the Corporation in all matters concerning the management of its business and affairs generally, except as limited above, perform such duties and exercise such powers as may be performed and exercised by the Board of Directors from time to time, including the power to authorize the seal of the Corporation to be affixed to all papers which may require it. Unless the Board of Directors shall provide otherwise, a majority of the members of the Executive Committee may fix the time and place of, and shall constitute a quorum for the transaction of business at, any meeting of such committee, and the act of a majority of the members present at any meeting at which a quorum is present shall be the act of such committee. The Executive Committee shall keep written minutes of its proceeding, reporting such minutes to the Board of Directors, and may make rules for the conduct of its business and appoint any subcommittees and assistants it considers necessary. The Board of Directors shall have the power at any time to fill vacancies in, change the membership of or dissolve such committee.

SECTION 5. Other Committees. Whenever there shall be more than three directors, the Board of Directors may, by resolution adopted by a majority of the directors which the Corporation would have if there were no vacancies, designate from among its members three or more directors to constitute committees, other than the Executive Committee, which committees, to the extent conferred by the resolutions designating such committees and except as otherwise provided by statute, shall have and may exercise the authority of the Board of Directors. Unless the Board of Directors shall provide otherwise, a majority of the members of any such committee may fix the time and place of its meetings and determine its action. The Board of Directors shall have the power at any time to fill vacancies in, change the membership of or dissolve any such committee. Nothing herein shall be deemed to prevent the Board of Directors from appointing committees consisting in whole or in part of persons who are not directors of the Corporation, provided, however, that no such committee shall have or may exercise any authority of the Board of Directors.

SECTION 6. Compensation of Directors. The Board of Directors shall have authority to fix the compensation of directors for services to the Corporation in any capacity, including a fixed sum and reimbursement of expenses for attendance at meetings of the Board of Directors and committees thereof. Nothing herein contained shall be construed to preclude any director from serving the Corporation, its subsidiaries or affiliates in any capacity and receiving compensation therefor.

#### ARTICLE IV.

##### MEETINGS OF THE BOARD OF DIRECTORS

SECTION 1. Place, Time, Call and Notice. Meetings of the Board of Directors shall be held at such time and at such place, within or without the State of Florida, as the Board of Directors may from time to time fix or as shall be specified in the notice of any such meeting.

except that the first meeting of a newly-elected Board of Directors for the election or appointment of officers and the transaction of other business shall be held as soon after its election as the directors may conveniently assemble and, if possible, at the place at which the annual meeting of shareholders which elected them was held. No call or notice shall be required for regular or stated meetings for which the time and place have been fixed, and no notice shall be required for any first meeting of a newly-elected Board of Directors which is held immediately following an annual meeting of shareholders at the same place as such meeting. If any day fixed for a regular or stated meeting shall be a legal holiday at the place where the meeting is to be held, such a meeting shall be held at the scheduled hour on the next business day not a legal holiday. Special meetings may be called by or at the direction of the President or a majority of the directors of the Corporation. Notice of the time and place of special meetings and of any first meeting of a newly-elected Board of Directors which is not held immediately following an annual meeting of shareholders at the same place as such meeting shall be given by the Secretary to each director (a) by mail, depositing such notice, in a sealed wrapper addressed to such director, in a United States Postal Service post office or letter box, with first-class postage thereon prepaid, at least 72 hours before the time at which such meeting is to be held, (b) by the "express mail" service of the United States Postal Service, depositing such notice, in a sealed "express mail" envelope addressed to such director, in a United States Postal Service post office or "express mail" letter box, with "express mail" postage prepaid, or by depositing such notice in a sealed envelope addressed to such director for delivery with another overnight courier service, in either such case at least 48 hours before the time at which such meeting is to be held or (c) by telegraph, telecopier, cable or wireless addressed to such director, delivery to him personally or by telephone or any other method of communication by which such director shall actually receive such notice, at least 24 hours before the time at which such meeting is to be held. The notice of any meeting need not specify the purpose thereof. Any requirement of furnishing a notice shall be waived by any director who submits a signed waiver of notice before or after the meeting or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him.

SECTION 2. Quorum and Action. A majority of the directors which the Corporation would have if there were no vacancies shall constitute a quorum, except that when a vacancy or vacancies prevent such a majority, a majority of the directors then in office shall constitute a quorum, provided such majority shall constitute at least one-third of the directors which the Corporation would have if there were no vacancies. A majority of the directors present, whether or not a quorum, may adjourn a meeting to another time and place. Notice of any such adjournment shall be given to any directors who were not present and, unless announced at the meeting, to the other directors. At any adjourned meeting at which a quorum is present, any business may be transacted which might have been transacted at the meeting originally scheduled. Except as otherwise provided herein or by statute, the vote of a majority of the directors present at the time of the vote, a quorum being present at such time, shall be the act of the Board of Directors.

SECTION 3. Conduct of Meetings. The Chairman of the Board, if present, shall preside at all meetings. Otherwise, the President, if a director and present (if more than one, as chosen by the Board of Directors), or, if neither of the foregoing is present, any other director chosen by the Board of Directors, shall preside. The Secretary of the Corporation, if a director and present, shall act as secretary of the meeting and keep the minutes thereof. Otherwise, a

director appointed by the chairman of the meeting shall act as secretary and keep the minutes thereof.

SECTION 4. Action without a Meeting. Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if a majority of the members of the Board of Directors or committee consent in writing to the adoption of a resolution authorizing the action and the written consent thereto by the members of the Board of Directors or the committee shall be filed with the minutes of the proceedings of the Board of Directors or committee.

SECTION 5. Action by Conference Call. Any one or more members of the Board of Directors of the Corporation or of any committee thereof may participate in a meeting of the Board of Directors or of any such committee by means of a conference telephone or similar communication equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

## ARTICLE V.

### OFFICERS

SECTION 1. Number, Election and Vacancies. The Board of Directors at its first meeting after the election of directors in each year shall elect or appoint a President, a Secretary and a Treasurer and may at any time and from time to time elect or appoint a Chairman of the Board, one or more Vice Presidents (one or more of which may be designated by the Board of Directors as Executive or Senior Vice President), a Controller, one or more Assistant Vice Presidents, Assistant Secretaries, Assistant Treasurers and Assistant Controllers and such other officers, agents and employees as it may deem desirable. Any two or more offices may be held by the same person. When all the issued and outstanding shares of the Corporation are owned by one person, such person may hold all or any combination of offices. The election or appointment of an officer shall not of itself create any contract rights. A vacancy in any office may be filled for the unexpired term by the Board of Directors at any meeting.

SECTION 2. Term of Office, Resignation and Removal. Unless otherwise prescribed by the Board of Directors, each officer of the corporation shall hold office until the meeting of the Board of Directors following the next annual meeting of shareholders and until his successor has been elected and qualified. Any officer may resign at any time by giving written notice of his or her resignation to the Board of Directors, the President or the Secretary. Any such resignation shall take effect at the time specified therein or, if no time is specified, immediately upon receipt; unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Notwithstanding anything in the foregoing to the contrary, any officer may be removed at any time by the Board of Directors with cause or without cause.

SECTION 3. Security. The Board of Directors may require any officer, agent or employee of the Corporation to post a bond or give other security for the faithful performance of his or her duties.

SECTION 4. Chairman of the Board. The Chairman of the Board, if any, shall, if present, preside at all meetings of the Board of Directors and shall have such other powers and duties as the Board of Directors may from time to time assign to him or her.

SECTION 5. President. The President shall be the chief executive officer of the Corporation and, subject to the control of the Board of Directors, shall direct the business and affairs of the Corporation. The President, if a director, shall be an ex officio member of all committees of the Board of Directors and, if present, one of such officers, as designated by the Board of Directors, shall preside at each meeting of the shareholders.

SECTION 6. Vice President. Each Vice President shall have such designation and seniority as the Board of Directors may determine and such powers and duties as the Board of Directors or, subject to the control of the Board of Directors, the Office of the President may from time to time assign to him or her.

SECTION 7. Secretary. The Secretary shall, if present, act as the secretary of, and keep the minutes of, all meetings of the shareholders and, if a director, of the Board of Directors, and shall be responsible for the giving of notice of all meetings of the shareholders and of the Board of Directors. He or she shall be custodian of the seal of the Corporation, which he or she shall affix to any instrument requiring it whose execution has been authorized, and of the corporate records (except accounting records), and shall have such other powers and duties as generally pertain to the office and as the Board of Directors or, subject to the control of the Board of Directors, the President may from time to time assign him or her.

SECTION 8. Treasurer. The Treasurer shall be the chief financial officer of the Corporation. Subject to the direction of the President, he or she shall have charge of the funds, securities, receipts and disbursements of the Corporation. He or she shall be responsible for deposits in and withdrawals from the depositaries of the Corporation, shall render an account of the financial condition of the Corporation and of his or her transactions as Treasurer whenever requested by the Board of Directors or the President, and shall have such other powers and duties as generally pertain to the office and as the Board of Directors or, subject to the control of the Board of Directors, the Office of the President may from time to time assign to him or her.

SECTION 9. Other Officers: Absence and Disability. The other officers of the Corporation shall have such powers and duties as generally pertain to their respective offices and as the Board of Directors or, subject to the control of the Board of Directors, the President may from time to time assign them. The Assistant Vice Presidents, the Assistant Secretaries, the Assistant Treasurers and the Assistant Controllers, if any, shall, in the order of their respective seniorities, in case of the absence or disability of a Vice President, the Secretary, the Treasurer or the Controller, respectively, perform the duties of such officer and have such powers and other duties as the Board of Directors or the President may from time to time prescribe. In case of the absence or disability of any officer of the Corporation and of any person herein authorized to act in his or her place, the Board of Directors may from time to time designate the powers and duties of such officer to any other person whom it may select.

SECTION 10. Compensation of Officers. The Board of Directors shall have authority to fix the salary and other compensation, if any, of any officer of the Corporation or to appoint a

committee for such purpose. Nothing herein contained shall be construed to preclude any officer from receiving a salary or other compensation by reason of the fact that he is also a director of the Corporation.

#### ARTICLE VI.

#### INDEMNIFICATION

The Corporation shall, to the fullest extent permitted by Article 7 of the Business Corporation Law, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said Article from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said Article, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which any person may be entitled under any resolution of shareholders, resolution of directors, agreement, or otherwise, as permitted by said Article, as to action in any capacity in which he served at the request of the Corporation.

#### ARTICLE VII.

#### LIABILITY

The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by the provisions of paragraph (b) of Section 402 of the Business Corporation Law, as the same may be amended and supplemented.

#### ARTICLE VIII.

#### BOOKS AND RECORDS: BANK ACCOUNTS

SECTION 1. Books and Records. The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the shareholders, of the Board of Directors and of any committee which the directors may appoint, and shall keep at the office of the Corporation in the State of Florida or at the office of its transfer agent or registrar, if any, in such state, a record containing the names and addresses of all shareholders, the number and class of shares held by each and the dates when they respectively became the owners of record thereof. The person in whose name shares stand in such record shall be deemed the owner thereof for all purposes as regards the Corporation. Any of the foregoing books, minutes or records may be in written form or in any other form capable of being converted into written form within a reasonable time.

SECTION 2. Bank Accounts. The Board of Directors may from time to time authorize the opening and maintenance of general and specific bank accounts with such banks, trust companies or other depositories as the Board of Director may designate or as may be designated by any officers of the Corporation to whom such power of designation may from time to time be delegated by the Board of Directors. The Board of Directors may make such special rules and regulations with respect to such bank accounts, not inconsistent with the provisions of these By-Laws, as it may deem expedient.

## ARTICLE IX

### SHARES

SECTION 1. Certificate Representing Shares. Shares of the Corporation shall be represented by certificates, in such form as shall from time to time be approved by the Board of Directors, which certificates shall be signed in the name of the Corporation by the Chairman of the Board, President or a Vice President and by the Secretary or an Assistant Secretary or the Treasurer or an Assistant Treasurer and sealed with the seal of the Corporation or a facsimile thereof. The signatures of the officers upon a certificate may be facsimiles if the certificate is countersigned by a transfer agent or registered by a registrar other than the Corporation or its employee. In case any officer who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer before such certificate shall be issued, it may nevertheless be issued by the Corporation with the same effect as if such officer were still in office at the date of the issue.

SECTION 2. Share Transfers. Transfers of shares of the Corporation shall be made on the share records of the Corporation by the registered holder thereof, or by his attorney thereunto authorized by the power of attorney duly executed and filed with the Secretary of the Corporation or with a transfer agent clerk appointed as provided in Section 4 of this Article, upon surrender of the certificate or certificates for such shares properly endorsed and the payment of all taxes due thereon, together with such proof of the authenticity of the signature as the Corporation or its agents may reasonably require, and upon compliance with any provisions restricting the transferability of such shares. The Board of Directors may from time make such additional rules and regulations as it may deem expedient, not inconsistent with these By-Laws, concerning the issue, transfer and registration of certificates from shares of the Corporation.

SECTION 3. Lost, Stolen, Destroyed or Mutilated Certificates. No certificate for shares of the Corporation shall be issued in place of any certificate alleged to have been lost, destroyed or stolen, except on production of such evidence of such loss, destruction or theft as the Board of Directors may require and, in the case of lost or stolen certificates, on delivery to the Corporation, if the Board of Directors shall so require, of a bond of indemnity in such form and amount and secured by such surety as the Board of Directors may in its discretion require. The Board of Directors shall have the right from time to time prescribe such rules and procedures as it shall deem advisable with respect to lost, stolen destroyed or mutilated certificates and the issuance of new certificates in place thereof.

SECTION 4. Transfer Agents and Registrars. The Board of Directors may appoint one or more transfer clerks or one or more transfer agents and one or more registrars, whose respective duties shall be defined by the Board of Directors. The duties of transfer agent and registrar may be combined. No certificate for shares shall be valid unless countersigned by a transfer agent, if the Corporation has a transfer agent, or by a registrar, if the Corporation has a registrar. The signature of a transfer agent may be a facsimile.

## ARTICLE X

### CORPORATE SEAL

The corporate seal shall be in such form as the Board of Directors shall prescribe. The corporate seal on any corporate bond or other obligation for the payment of money may be a facsimile.

## ARTICLE XI

### FISCAL YEAR

The fiscal year of the Corporation shall be such fiscal year as the Board of Directors may from time to time fix.

## ARTICLE XII

### VOTING OF SHARES IN OTHER CORPORATIONS

Shares in other corporations which are held by the Corporation may be voted by the President or a Vice President of the Corporation, or by a proxy or proxies appointed by one of them, provided, however, that the Board of Directors may in its discretion appoint some other person to vote such shares.

## ARTICLE XIII

### AMENDMENT OF BY-LAWS

In addition to the right of shareholders to amend, alter, change, add to or repeal these By-Laws, the Board of Directors may also amend, alter, change, add to or repeal these By-Laws, provided that such amendments are not inconsistent with the By-Laws adopted by the shareholders, and provided further that if any By-Law regulating an impending election of directors is adopted or amended or repealed by the Board, there shall be set forth in the notice of the next shareholders meeting for the election of directors the By-Law so adopted or amended or repealed, together with a concise statement of the changes made.