



# Prentice Hall Legal & Financial Services

ATTN: XIS (904) 222-7495

1201 HAYS STREET, SUITE 105  
TALLAHASSEE, FL 32301

**P 950000 1456** ARTER NUMBER

<u>Excelsior Corporation</u>	
EFFECTIVE DATE	
<u>1-9-93</u>	

☐ Amendment  
☐ Annual Report  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Domestication  
☐ Fictitious Business Name  
☐ Foreign - Profit  
☐ Foreign - Non-Profit  
☐ Limited Partnership  
☐ Limited Liability  
☐ Mr. Veh.

☐ Merger  
☐ Name Reservation  
☐ Name Registration  
☐ Non-Profit/Articles of Incorporation  
☒ Other  
☒ Profit/Articles of Incorporation  
☐ Reinstatement  
☐ Resignation of R.A., Off/Dir  
☐ Trademark  
☐ UCC/Filing 1  
☐ UCC/Filing 3

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-01/06/95--01044--029  
\*\*\*\*122.50 \*\*\*\*122.50

☒ Certified Copy  
☐ Photocopy  
☐ Corporate Print-Out  
☐ Fictitious/Owner Search

☐ CUS  
☐ Good Standing  
☐ R.A., Off/Dir Search

RECEIVED  
JAN -6 AM 11:31  
DIVISION OF CORPORATION

(X) Walk in ( ) Call if Problem ( ) Will Wait (X) Pick up 1/6 11:00  
DATE/TIME

FOR PRENTICE HALL'S USE ONLY

BRANCH ORDERING: Mia BY: AINJ  
BRANCH RECEIVING: Ialy BY: LMW  
REF/JOB # \_\_\_\_\_  
CLIENT MATTER # \_\_\_\_\_  
SAME DAY \_\_\_\_\_ 24 HR \_\_\_\_\_ ROUTINE \_\_\_\_\_  
VERBAL REQUESTED: YES OR NO  
DATE SENT: 1/6/95 MAIL FAX FED EXP.  
FILED: 1/1  
SENT TO: BRANCH \_\_\_\_\_ CLIENT X  
SPECIAL INSTRUCTIONS: void 122.50

CHECK #	_____
ST./CTY/ FEES	_____
CORR. FEE/	_____
SPEC. HANDL.	_____
MESSENGER	_____
COPIES	_____
FAX FEE	_____
OTHER	_____
TOTAL	_____

**BUSH ROSS GARDNER WARREN & RUDY, P.A.**

**ATTORNEYS AT LAW**

220 SOUTH FRANKLIN STREET  
TAMPA, FLORIDA 33602

(813) 224-0255

TELECOPIER (813) 223-0820

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JOHN R. BUSH  
MARK A. COTTER  
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SAMUEL B. DOLCIMASCOLO  
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EDWARD O. SAVITZ  
ALICIA J. SCHUMACHER  
\*H. BRADLEY STAGGS  
RANDY K. STERNS  
JEFFREY W. WARREN  
PAUL D. WATSON

\*Admitted in New York only

January 5, 1995

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, Florida 32314

EFFECTIVE DATE  
1-9-95

Re: *Excelsior Corporation*  
Our File No. BOSL-0

Gentlemen:

On behalf of our captioned client, I am forwarding an original and one copy of its Articles of Incorporation, together with our firm check in the amount of \$122.50 in payment of the following charges:

1.	Fee for filing Articles of Incorporation	\$35.00
2.	Fee for obtaining certified copy of Articles of Incorporation	\$2.50
3.	Filing a certificate designating Registered Agent	<u>35.00</u>
		\$122.50

I would appreciate having you file the original Articles of Incorporation and the certificate designating Registered Agent and return to me a certified copy of the Articles as filed. Thank you for your help in this matter.

Yours truly,

*Randy K. Stern*

Randy K. Sterns

67711.01(5)

Enclosures

cc: Mr. Larry Boston

ARTICLES OF INCORPORATION  
OF  
EXCELSIOR CORPORATION

The undersigned, acting as incorporator of the captioned corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

EFFECTIVE DATE

1-9-95

ARTICLE I

Corporate Name and Principal Office

The name of this corporation is *Excelsior Corporation* and its principal office and mailing address is 8409 Laurel Fair Circle, Suite 101, Tampa, Florida 33610.

ARTICLE II

Commencement of Corporate Existence

The corporation shall come into existence on January 9, 1995.

ARTICLE III

General Nature of Business

The corporation may transact any lawful business for which corporations may be incorporated under Florida law.

#### ARTICLE IV

##### Capital Stock

The aggregate number of shares of stock authorized to be issued by this corporation shall be 10,000,000 shares of common stock, each with a par value of \$.01. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

#### ARTICLE V

##### Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be 220 South Franklin Street, Tampa, Florida 33602, and the initial registered agent of the corporation at such address is **Randy K. Sterns, Esquire.**

#### ARTICLE VI

##### Incorporator

The name and address of the corporation's incorporator is:

Name

Address

Deborah L. O'Bleness

220 South Franklin Street  
Tampa, Florida 33602

## ARTICLE VII

### By-Laws

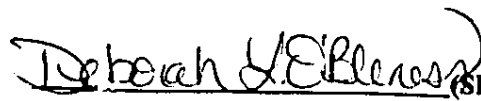
The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.

## ARTICLE VIII

### Indemnification

If in the judgment of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in §607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by §607.0850, as then in effect, or by any successor law thereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles this 5<sup>th</sup> day of January, 1995.

  
Deborah L. O'Brien (SEAL)

67711.01

**CERTIFICATE DESIGNATING  
REGISTERED AGENT**

Pursuant to the provisions of §§48.091 and 607.0501, Florida Statutes, Excelsior Corporation, desiring to organize under the laws of the State of Florida, hereby designates Randy K. Sterns, Esquire, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 220 South Franklin Street, Tampa, Florida 33602, the business office of its Registered Agent, as its Registered Office.

**EXCELSIOR CORPORATION**

By Deborah L. O'Brien  
Deborah L. O'Brien, Incorporator

**ACKNOWLEDGMENT**

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act as such in accordance with the provisions of §§48.091 and 607.0505, Florida Statutes.

Randy K. Sterns  
Randy K. Sterns, Esq.

67711.01(4)