

CORPORATION INFORMATION  
SERVICES, INC.  
1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-0191 FAX

**CSO networks**

MAIL TO:  
P.O. Box 5828  
TALLAHASSEE, FL 32314

ACCOUNT NO. : 0721000000032

REFERENCE : 526702 80387A

AUTHORIZATION :

*Patricia Pyzato*

COST LIMIT : \$ 122.50

ORDER DATE : January 18, 1995

ORDER TIME : 10:19 AM

ORDER NO. : 526702

900001888088

CUSTOMER NO: 80387A

CUSTOMER: Terrence W. Ackert, Esq  
TERRENCE W. ACKERT, ESQ

P. O. Box 2548

Winter Park, FL 32790

DOMESTIC FILING

*P95000004488*

NAME: PHOEBE D. INC.

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

FILED  
95 JAN 18 PM 2:13  
TALLAHASSEE, FL 32301  
SECRETARY OF STATE

*DW*  
*1-18-95*  
*02/11*

ARTICLES OF INCORPORATION  
OF  
PHOEBE D, INC.

FILED  
95 JAN 18 PM 2 18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator makes, subscribes, acknowledges, and files with the Department of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation under the Corporation Act of the State of Florida.

ARTICLE I  
Name

The name of this corporation is Phoebe D, Inc.

ARTICLE II  
Term of Existence

This corporation shall commence as of the date of the filing of these Articles with the Secretary of State and shall have perpetual existence.

ARTICLE III  
Purpose

This corporation is formed to engage in and to transact any and all lawful business for which a corporation may be incorporated under the laws of the State of Florida.

ARTICLE IV  
Capital Structure

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, having a par value of \$1.00 per share.

ARTICLE V  
Initial Registered Agent and Registered Office

The initial registered agent of this corporation shall be Terrence Wm. Ackert. The street address of the initial registered office of this corporation, which is identical with the business office of the registered agent, is 23 S. Onceola Avenue, Orlando, Florida, 32801.

ARTICLE VI  
Board of Directors

There shall be a Board of Directors for this corporation which shall consist of not less than one (1). Except for the number constituting the initial Board of Directors, the number of directors shall be decided by resolution of the shareholders.

**ARTICLE VII**  
**Initial Board of Directors**

The name and street address of the member of the initial Board of Directors of this corporation, who, subject to those Articles of Incorporation and the laws of the State of Florida, shall hold office until the first annual meeting of the shareholders or until his successors are elected and qualified, or until his resignation, removal from office or death:

Terrence Wm. Ackert

23 S. Osceola Ave.  
Orlando, Florida 32801.

**ARTICLE VIII**  
**Incorporator**

The name and street address of the incorporator is:

Terrence Wm. Ackert

23 S. Osceola Ave.  
Orlando, Florida 32801.

**ARTICLE IX**  
**Bylaws**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors or the shareholders.

**ARTICLE X**  
**Indemnification**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE XI**  
**Amendment of Articles of Incorporation**

These Articles of Incorporation may be amended at any time by a resolution adopted by a majority vote of the Board of Directors at any annual or special meeting, provided at least ten (10) days' written notice is given to each director of the time and place of the meeting and the purpose thereof. Any amendment to these Articles of Incorporation so made must be approved by a majority vote of the shareholders of the corporation.

IN WITNESS WHEREOF, the incorporator executed these Articles of Incorporation this 17th day of January, 1995.

  
Terrence Wm. Ackert

STATE OF FLORIDA  
COUNTY OF ORANGE

Before me, the undersigned authority, personally appeared Terrence William Ackert, known to me to be the person who executed

the foregoing, and he acknowledged to and before me that he executed the same for the purposes described therein, and who did then take an oath.

WITNESS my hand and seal this 17<sup>th</sup> day of January, 1995, at Orlando, Orange County, Florida.

Christine E. Clark  
Notary Public  
Print Name: Christine E. Clark  
Address: 23 S. Osceola Ave  
Orlando, FL 32801  
Commission Number:  
My Commission Expires:



CHRISTINE E CLARK  
My Commission CG344006  
Expires Jan. 28, 1998  
Bonded by ANB  
800-842-5678

(SEAL)

#### ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been named Registered Agent to accept service of process for the above named corporation, and having my business office at 23 S. Osceola Avenue, Orlando, Florida 32801, hereby accepts such appointment, agrees to act in such capacity and further agrees to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

Dated this 17<sup>th</sup> day of January, 1995.

Terrence Wm. Ackert