

CORPORATION INFORMATION  
SERVICES, INC.  
1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-9171  
904-222-0393, FAX

**CSC networks**

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

800-342-8086

P95000005824

95 JAN 23 PM 1:31

DIVISION : CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 528725 82458A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : January 23, 1995

ORDER TIME : 11:35 AM

ORDER NO. : 528725

CUSTOMER NO: 82458A

200001387052  
-01/23/95--01071--008  
\*\*\*\*122.50 \*\*\*\*122.50

CUSTOMER: Steve L. Henderson, Esq  
MOSS HENDERSON VAN GAASBECK  
BLANTON & KOVAL  
P. O. Box 3406

Vero Beach, FL 32963

DOMESTIC FILING

P95000005824

NAME: U.P.C., 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:

Dr  
1-24-95  
C2/A

FILED  
95 JAN 23 PM 9 06  
TALLAHASSEE, FL 32301  
SECRET

**ARTICLES OF INCORPORATION OF  
U.P.C., INC.**

95 JAN 23 AM 9:06  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation:

**ARTICLE I**

The name of the corporation is: U.P.C., INC.

**ARTICLE II**

**DURATION**

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State of Florida.

**ARTICLE IV**

**CAPITAL STOCK**

This Corporation is authorized to issue 1,000 shares of \$10.00 par value common stock.

**ARTICLE V**

**QUORUM FOR STOCKHOLDERS MEETING**

Unless otherwise provided for in the Corporation's By-Laws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

**ARTICLE VI**

**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street and mailing address of the initial registered office of this corporation is 817 Beachland Boulevard, Vero Beach, Florida, 32963, and the name of the initial registered agent of this corporation is STEVE L. HENDERSON, Attorney, whose street and mailing address is 817 Beachland Boulevard, Vero Beach, Florida 32963.

The principal place of business and mailing address of the corporation shall be 755 Eighth Court, Vero Beach, Florida, 32962.

## **ARTICLE VII**

### **INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) Director, initially. The number of Directors may be either increased or diminished from time to time in the manner provided in the By-Laws, but shall never be less than one. The name of the initial Director of the corporation is as follows:

<u>Name</u>	<u>Address</u>
Frank Lucero	3185 Mariner's Way Vero Beach, FL 32963

## **ARTICLE VIII**

### **INCORPORATORS**

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

Steve L. Henderson, Attorney  
817 Beachland Boulevard  
Vero Beach, Florida 32963

## **ARTICLE IX**

### **RESTRICTIONS ON TRANSFER OF CAPITAL STOCK**

Unless otherwise provided in the Corporation's By-Laws, no shares of the capital stock of this corporation may be transferred without the prior approval of the corporation's Board of Directors.

## **ARTICLE X**

### **INDEMNIFICATION**


The corporation shall indemnify its officers, directors and authorized agents, for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

**ARTICLE XI**

**PRE-EMPTIVE RIGHTS**

The Corporation elects to give pre-emptive rights, pursuant to the provisions of Florida Statute 607.0630 (1993).

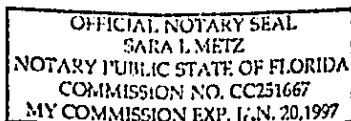
IN WITNESS WHEREOF, I have subscribed my hand this 5<sup>th</sup> day of October, 1994.

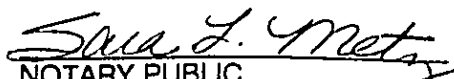
  
Steve L. Henderson, Attorney  
Incorporator and  
Registered Agent

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of October, 1994, by STEVE L. HENDERSON, who is personally known to me.

(Notarial Stamp)



  
NOTARY PUBLIC  
Name  
State of Florida  
My Commission No: CC251667  
My Commission Expires: Jan. 20, 1997

**CERTIFICATE DESIGNATING PLACE OF  
BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THIS STATE, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

FILED  
95 JAN 23 10 9 06  
SECRET  
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That **U.P.C., INC.** desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at the City of Vero Beach, County of Indian River, State of Florida, has named Steve L. Henderson, Attorney, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above-styled corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
STEVE L. HENDERSON  
Attorney

(C:\DATA\LUCERO\ARTICLES.DOC)