

P95000016925

02/28/95 02:28:10 R. SOLOMON, P.A. 0001  
2/28/95 FLORIDA DIVISION OF CORPORATIONS 3:48 PM  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET  
TO: DIVISION OF CORPORATIONS FROM: STANFORD R. SOLOMON, P.A.  
DEPARTMENT OF STATE 101 E. KENNEDY BLVD.,  
STATE OF FLORIDA SUITE 1818  
400 EAST GAINER STREET TAMPA FL 33602-0000  
TALLAHASSEE, FL 32399 CONTACT: ERMA B RUFFNESS  
FAX: (904) 922-4000 PHONE: (813) 225-1818  
FAX: (813) 225-1050  
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.O.  
NAME: FIRST FLORIDA INTERNATIONAL HOLDINGS, INC.  
FAX AUDIT NUMBER: H95000002348 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 02/28/1995 TIME REQUESTED: 14:17:00  
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0  
NUMBER OF PAGES: 5 METHOD OF DELIVERY: FAX  
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 076517001037  
Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.  
(((H95000002348)))  
\*\* ENTER 'M' FOR MENU. \*\*  
ENTER SELECTION AND (CR):  
016-Z FOR HELP | ANSI | FAX | 2400 E71 | LOG CLEARED | PRINT OFF | ON-LINE

EFFECTIVE DATE  
2-27-95

*[Handwritten signature]*  
2/1/95

*[Handwritten signature]*  
4542  
FILED  
95 FEB 29 PM 4:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

03/01/95

11:44

613 226 1050

S.R. SOLOMON, PA

0002



FLORIDA DEPARTMENT OF STATE  
Sandra D. Morikami  
Secretary of State

March 1, 1995

STANFORD R. SOLOMAN, P.A.  
\* ERMA RUFFKRESS  
TAMPA, FL

SUBJECT: FIRST FLORIDA INTERNATIONAL HOLDINGS, INC.  
REF: H95000004548

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole  
Corporate Specialist

FAX Aud. #: H95000002348  
Letter Number: 195A00009129

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

To: Loria Poole

From: Mary Ellen Shevlin  
3/1/95

To confirm our telephone conversation this morning, the effective date of incorporation and the filing date are: February 28, 1995.

03/01/95 11:14

TA13 225 1050

S.R. SOLOMON, PA  
1195000002348

5003

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

95 FEB 28 PM 4:24

FILED

ARTICLES OF INCORPORATION  
OF  
FIRST FLORIDA INTERNATIONAL HOLDINGS, INC.

The undersigned, acting as sole incorporator, hereby adopts these Articles of Incorporation and forms a general business corporation (the "Corporation") under the laws of the State of Florida, as follows.

ARTICLE I

Name

EFFECTIVE DATE

2-28-95

The name of the Corporation is FIRST FLORIDA INTERNATIONAL HOLDINGS, INC.

Address

The principal mailing address of the Corporation is 3502 Henderson Boulevard, Suite 300, Tampa, Florida, 33609.

ARTICLE II

Term of Existence

The corporate existence of the Corporation shall commence February 28, 1995, as provided by Section 607.0203 (1), Florida Statutes, and the Corporation shall have perpetual existence thereafter.

ARTICLE III

Nature of Business

The Corporation is organized for the purpose of engaging in any and all lawful businesses.

ARTICLE IV

Powers

The Corporation shall have power to:

- (a) have perpetual succession by its corporate name;
- (b) sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

Prepared by:  
David C. Lanigan, Esquire  
Florida Bar No. 324159  
STANFORD R. SOLOMON, P.A.  
Barnett Plaza • Suite 1818  
101 East Kennedy Boulevard  
Tampa, Florida 33602  
Telephone: (813) 225-1818

H95000002348

(c) have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

(d) purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

(e) sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

(f) lend money to and use its credit to assist its officers and employees to the full extent permitted by law;

(g) purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

(h) make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

(i) lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

(j) conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without the State of Florida;

(k) elect or appoint officers and agents for the Corporation including teachers, administrative personnel and other persons and define their duties and fix their compensation;

(l) make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of the State of Florida, for the administration and regulation of the affairs of the Corporation;

(m) make donations for the public welfare or for charitable, scientific or educational purposes;

(n) transact any lawful business which the Board of Directors of the Corporation shall find will be in aid of governmental policy;

H95000002348

(o) pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, health plans, medical plans, dental plans, insurance plans and other incentive or benefit plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of any subsidiaries it may have;

(p) be a promotor, incorporator, general or limited partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise; and

(q) have and exercise all powers necessary or convenient to effect its purposes.

#### ARTICLE V Capital Stock

The Corporation is authorized to issue 10,000 shares of one dollar (\$1.00) par value common stock, which shall be designated as Common Stock.

#### ARTICLE VI Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is c/o Stanford R. Solomon, P.A., Barnett Plaza - Suite 1818, 101 East Kennedy Boulevard, Tampa, Florida 33602. The name of the Corporation's initial registered agent at such address is Stanford R. Solomon.

#### ARTICLE VII Directors

The Corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation shall always have at least one but no more than five (5) directors. The names and addresses of the initial directors of the Corporation, who shall serve until their successors are duly elected and qualified, are:

<u>Title</u>	<u>Name</u>	<u>Address</u>
Director	John L. Puls, Jr.	1903 S. MacDill Avenue Tampa, Florida 33629
Director	Paul F. Wutz	72 Brandywine Drive Hudson, Ohio 44236
Director	James J. Mindala	18053 Alden Road Chagrin Falls, Ohio 44023



ARTICLE XII  
Amendment

These Articles of Incorporation may be amended by affirmative vote of holders of sixty-six and two-thirds percent (66 $\frac{2}{3}$ %) of the outstanding shares entitled to vote.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this February 28, 1995.

  
STANFORD R. SOLOMON  
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above Corporation at c/o Stanford R. Solomon, P.A., Barnett Plaza - Suite 1818, 101 East Kennedy Boulevard, Tampa, Florida 33602, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties.

  
STANFORD R. SOLOMON

Dated: February 28, 1995

FILED  
95 FEB 28 PM 4:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA