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ACCOUNT NO. 07210001032

REFERENCE : 505450 8379A

AUTHORIZATION :

COST LIMIT : 122.50

*Patricia Pyatt*

ORDER DATE : April 26, 1995

ORDER TIME : 10:0 AM

ORDER NO. : 505450

CUSTOMER NO: 8379A

800001465338

CUSTOMER: Bernard C. O'Neill, Jr., Esq  
O'NEILL CHAPIN MARKS LIEBMAN  
POPPER & COOPER  
Suite 865  
200 East Robinson Street  
Orlando, FL 32801

DOMESTIC FILING

\*\*\*\*\* NAME RESERVED UNDER R94000001751 \*\*\*\*\*

NAME: E. C. GEIGER SOUTH, 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: Carol M. Hensal

EXAMINER'S INITIALS:

T. BROWN APR 27 1995

FILED  
95 APR 26 AM 10:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
E. C. GEIGER SOUTH, INC.

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I.  
NAME AND ADDRESS OF CORPORATION

The name of this corporation is E. C. GEIGER SOUTH, INC. For convenience, the corporation shall herein be referred to as the "corporation". The initial principal place of business, as well as the initial mailing address of the corporation, shall be 131 Laurel Oak Drive, Longwood, Florida, 32772, County of Seminole, State of Florida.

ARTICLE II.  
PURPOSE

This corporation is organized for the following purposes:

To engage in any or all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE III.  
POWERS

The corporation shall have the following powers:

A. To 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.

B. To 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.

C. To 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.

D. To lend money to, and use its credit to assist its officers and employees in accordance with law.

E. To 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.

F. To 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.

G. To 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.

H. To conduct its business, carry on its operations, and have offices and exercise the powers granted by law within or without this state.

I. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

J. To make and alter By-Laws, not inconsistent with its Articles of Incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

K. To make donations for the public welfare or for charitable, scientific, or educational purposes.

L. To transact any lawful business which the board of directors shall find will be in aid of governmental policy.

M. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

N. To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.

O. To have and exercise all powers necessary or convenient to effect its purposes.

#### ARTICLE IV. COMMENCEMENT OF CORPORATE EXISTENCE

This corporation shall commence existence upon filing of these Articles, and shall have perpetual existence.

**ARTICLE V.  
CAPITAL STOCK**

This corporation is authorized to issue 7,500 shares of common stock, having a par value of \$1.00 per share.

**ARTICLE VI.  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation, and the name of the initial registered agent of this corporation at that address is:

Mr. Walter Sullivan  
131 Laurel Oak Drive  
Longwood, Florida 32779

**ARTICLE VII.  
INITIAL BOARD OF DIRECTORS**

This corporation shall have four (4) directors initially. The number of directors may be either increased or diminished from time to time as set forth in the By-Laws. The names and addresses of the initial directors of this corporation are:

Mr. Walter Sullivan 131 Laurel Oak Drive Longwood, Florida 32779	President/Director
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Mr. Gerald Wasserman 460 Timberidge Drive Longwood, Florida 32779	Secretary/Treasurer/Director
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Mr. Ronald Saldo c/o E. C. Geiger, Inc. Route 63 Harleysville, Pennsylvania 19438	Chairman of the Board/Director
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Mr. C. Dennis Brinkman 29205 Old Mill East Tavares, Florida 32778	Executive Vice President/Director
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**ARTICLE VIII.  
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is:

Mr. Walter Sullivan  
131 Laurel Oak Drive  
Longwood, Florida 32779

ARTICLE IX.  
BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X.  
RESTRICTIONS ON TRANSFER OF STOCK

Transfer of shares of capital stock of this corporation may be restricted by the By-Laws or by agreement among the shareholders.

ARTICLE XI.  
AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 24th day of APRIL 1995.

Walter Sullivan  
Walter Sullivan

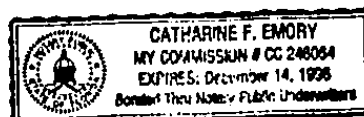
STATE OF FLORIDA     )  
                              )  
COUNTY OF ORANGE    )

The foregoing instrument was acknowledged before me this 24<sup>th</sup> day of April, 1995, by Walter Sullivan, to me known to be the person described in and who executed the foregoing instrument, and who did not take an oath.

Catharine F. Emory  
NOTARY PUBLIC  
(Print, type or stamp Notary Name and  
Commission Expiration Date, and Affix  
Stamp Below:  
CATHARINE F. EMORY

✓ Personally know or  
— Provided the following  
— as identification:

\_\_\_\_\_  
\_\_\_\_\_



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

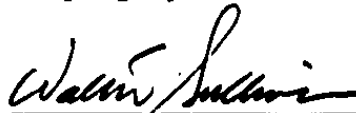
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

That E. C. GEIGER SOUTH, INC., desiring to organize under laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at City of Longwood, County of Seminole, State of Florida, has named WALTER SULLIVAN, 131 Laurel Oak Drive, Longwood, Florida, 32779, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated 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 offices.



Walter Sullivan  
Registered Agent