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## FLORIDA DIVISION OF CORPORATIONS

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ARTICLES OF INCORPORATION  
OF  
A. G. PRENTICE REALTY, INC.

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TALLAHASSEE, FLORIDA

Article I

Name

The name of the corporation is A. G. PRENTICE REALTY, INC., filed pursuant to provisions of Section 607.0401 of Florida Statutes.

Article II

Duration

This corporation shall have a perpetual existence.

Article III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

Article IV

Address

The principal place of business or mailing address of this corporation shall be:

c/o A. Uzzo & Company, C.P.A.'S, P.C.  
287 Bowman Avenue  
Purchase, New York 10577-2542

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Michael V. Mitrione, Esq. (FL Bar No. 294551)  
Gunster, Yoakley, Valdes-Pauli & Stewart, P.A.  
777 S. Flagler Dr., Suite 500B  
West Palm Beach, Florida 33401  
(407) 655-1980

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## Article V

Capital Stock

This corporation is authorized to issue TEN THOUSAND (10,000) shares of Common Stock, ONE CENT (\$.01) par value per share.

## Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 777 South Flagler Drive, Suite 500 East, West Palm Beach, Florida 33401 and the name of the initial registered agent of this corporation at the address is Valdes-Fauli Corporate Services, Inc. Pursuant to Florida Statute 607.050(3), a written acceptance is attached.

## Article VII

Initial Board of Directors

This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

Andre Griklitis

1711 Palmer Avenue  
New Orleans, LA 70115

Ellnor P. Griklitis

1711 Palmer Avenue  
New Orleans, LA 70115

## Article VIII

Incorporator

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

Michael V. Mitrione  
c/o Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.  
777 S. Flagler Drive, Suite 500 East  
West Palm Beach, FL 33401

## Article IX

Powers

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

## Article X

Indemnification

Provided the person proposed to be indemnified is not shown to have not satisfied the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as may be amended from time to time, this corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other

agent. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

#### Article XI

##### Amendment

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 are subject to this reservation.

#### Article XII

##### Bylaws

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.



Michael V. Mitrione  
Incorporator

DATED: April 27 1995

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for A. G. PRENTICE REALTY, INC., a Florida corporation (the "Corporation"), in the foregoing Articles of Incorporation, VALDES-FAULI CORPORATE SERVICES, INC., on behalf of the Corporation, hereby states that it is familiar with and agrees to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

VALDES-FAULI CORPORATE SERVICES,  
INC.

By:   
Michael V. Mitrione, Vice President

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