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# ARTICLES OF INCORPORATION OF LKP INVESTORS, INC.

FILED 95 MAY -8 PH 12: 58 SECRETARY OF STATE TALLAHASSEE STATE

The undersigned, for the purpose of forming a corporation under the provisions of the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

#### ARTICLE I NAME

The name of the corporation shall be LKP Investors, Inc.

# ARTICLE II REGISTERED AGENT AND REGISTERED OFFICE

The initial Registered Office of the corporation is Suite 1840, 390 North Orange Avenue, Orlando, Florida 32801. The name of the initial Registered Agent of this corporation at the Registered Office is Bruce G. Haynes.

#### ARTICLE III PRINCIPAL ADDRESS

The street and mailing address of the initial principal office of the corporation is Suite 1840, 390 North Orange Avenue, Orlando, Florida 32801.

## ARTICLE IV INCORPORATOR

The name of and address of the incorporator is as follows:

Bruce G. Haynes Suite 1840, 390 North Orange Avenue Orlando, FL 32801

#### ARTICLE V PURPOSE

The corporation has a general business purpose and may engage in any lawful act or activity in which a corporation may engage under the Florida Business Corporation Act.

#### ARTICLE VI SHARES

The aggregate number of shares of stock that the corporation has authority to issue is 10,000, with a par value of \$.01 per share. All such shares shall be designated as the corporation's "Common Stock".

#### ARTICLE VII NO PREEMPTIVE RIGHTS

No shares of any class of stock of the corporation shall entitle the holders thereof to any preemptive rights to subscribe for or purchase additional shares of that class or series or any other class or series of the corporation now or hereafter authorized or issued.

## ARTICLE VIII NO CUMULATIVE VOTING

In all elections for directors, each shareholder shall have one vote for each share of stock held. There shall be no cumulative voting by the shareholders of the corporation.

#### ARTICLE IX LIMITATION OF DIRECTOR LIABILITY

To the fullest extent permitted by the Florida Business Corporation Act, as the same exists or may hereafter be amended, a Director of this corporation shall not be personally liable to the corporation or its Shareholders for monetary damage for breach of fiduciary duty as a Director.

# ARTICLE X AFFILIATED TRANSACTIONS

- A. This corporation shall not be governed by the provisions of Florida Statutes Section 607.0901, as now enacted or hereinafter amended, with respect to Affiliated Transactions.
- B. To the fullest extent permitted by applicable law, no contract or other transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, firm, or entity in which one or more of the Corporation's Directors or officers are Directors of officers, or having a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such Directors or officer is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

- The fact of such relationship or interest is disclosed or known to the (1) Board of Directors or the committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or
- (2) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or
- The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the shareholders.
- C. To the fullest extent permitted by applicable law, common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

#### ARTICLE XI **CONTROL-SHARE ACQUISITIONS**

The Company shall not be governed by the provisions of Florida Statutes Section 607.0902, as now enacted or hereinafter amended, with respect to Control-Share Acquisitions.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his signature this 5 day of May, 1995.

#### ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE FOR LKP INVESTORS, INC.

A CONTRACTOR OF THE SECOND

95 MAY -8 PH 12: 58
SEGRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned, being the person named in the Articles of Incorporation of LKP Investors, Inc. as the initial registered agent of the corporation, submits this acceptance of designation as the registered agent in the State of Florida and certifies as follows:

- 1. The name of the corporation is LKP Investors, Inc.
- 2. The name and address of the corporation's initial registered agent and registered office is:

Bruce G. Haynes Suite 1840, 390 North Orange Avenue Orlando, FL 32801

3. Having been named as registered agent and to accept service of process for the above stated corporation at the office designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

May <u>5</u>, 1995

Bruce G. Haynes, Registered Agent