

P95000038052

**BROAD and CASSEL**  
ATTORNEYS AT LAW

SUITE 1100  
BROWARD FINANCIAL CENTRE  
800 EAST BROWARD BOULEVARD  
FORT LAUDERDALE, FL 33304  
(305) 784-7080  
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TELECOPY (305) 781-8198

April 25, 1995

File No. 13437.0001

Secretary of State  
Corporate Records Bureau  
Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

RE: Tell Management Corporation

4000001467334  
-04/27/95--01114--011  
\*\*\*122.50 \*\*\*122.50

Gentlemen:

Enclosed are the following:

1. Original and one (1) copy of the Articles of Incorporation for Tell Management Corporation.

Please return one (1) certified copy to our office in the envelope provided.

2. Check in the amount of One Hundred Twenty-Two Dollars and Fifty Cents (\$122.50) in payment of the following:

- |  |       |
|--|-------|
| a. Certificate of Incorporation filing fee     | 35.00 |
| b. Certificate of Incorporation certified copy | 52.50 |
| c. Registered Agent's fee                      | 35.00 |

\$122.50

FILED  
95 MAY 15 AM 8 08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Miami Center  
201 South Biscayne Blvd.  
Miami, Florida 33131  
(305) 373-9400  
Telecopy (305) 373-9443

100 North Tampa  
Suite 3500  
Tampa, FL 33602  
(813) 225-3020  
Telecopy (813) 225-3036

First Florida Bank Tower  
215 South Monroe Street  
Tallahassee, Florida 32301  
(904) 581-5810  
Telecopy (904) 581-5752

The Reflections Office Centre  
400 Australian Avenue South  
West Palm Beach, Florida 33401  
(407) 832-3300  
Telecopy (407) 655-1100

300 North Orange Avenue  
Orlando, Florida 32801  
(407) 839-4200  
Telecopy (407) 425-8377

600 East Ocean Blvd.  
Suite 120  
Stuart, Florida 34904  
(407) 283-3000  
Telecopy (407) 283-9822

DMP  
5/3/95

W95-9328  
615,611

126-15

Secretary of State  
April 25, 1995  
Page 2

If you have any questions or comments, please do not hesitate to contact us.

Thank you for your attention to this matter.

Sincerely yours

A handwritten signature in cursive script, appearing to read "Lenore Schiller".

LENORE SCHILLER  
For the Firm

LS:dh

enclosure

cc: Tell Management Corporation

**BROAD and CASSEL**



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 4, 1995

BROAD AND CASSEL ATTORNEY AT LAW  
BROWARD FINANCIAL CENTRE  
500 EAST BROWARD BOULEVARD  
FORT LAUDERDALE, FL 33394

SUBJECT: TELL MANAGEMENT CORPORATION  
Ref. Number: W95000009328

We have received your document for TELL MANAGEMENT CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

The registered agent must sign accepting the designation.

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) 487-6973.

AMANDA HERRING  
Document Specialist

Letter Number: 795A00021359

ARTICLES OF INCORPORATION  
OF  
TELL MANAGEMENT CORPORATION

FILED  
95 MAY 15 AM 8-08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be Tell Management Corporation.

ARTICLE II

NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value.

ARTICLE IV

TERM OF EXISTENCE

The corporation shall exist in perpetuity.

ARTICLE V

ADDRESS

The initial street address of the principal office of this corporation shall be 7567 Imperial Drive, Boca Raton, FL 33433.

ARTICLE VI

REGISTERED AGENT

The Registered Agent of this corporation shall be Neil Tell.  
7567 Imperial Drive, Boca Raton, FL 33433

ARTICLE VII

DIRECTORS

This corporation shall have two directors. The number of directors may increase or diminish from time to time, by Bylaws adopted by the Stockholders.

ARTICLE VIII

INITIAL DIRECTORS

The names and addresses of the member(s) of the initial Board of Directors shall be:

<u>Name</u>	<u>Address</u>
Neil Tell	7567 Imperial Drive Boca Raton, FL 33433
Rochelle Tell	7567 Imperial Drive Boca Raton, FL 33433

## ARTICLE IX

### INCORPORATOR

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

NEIL TELL  
7567 IMPERIAL DRIVE  
BOCA RATON, FL 33433

## ARTICLE X

### INDEMNIFICATION

The Corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Florida General Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation; (iii) is or was an officer of the Corporation, provided that he is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation as an officer of another corporation, provided that he is or was at the time a director of the Corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida General Corporation Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an officer, employee or agent of the corporation, or is or was serving at the request of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of the foregoing sentence may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE XI

**AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 4 day of APRIL, 1995.

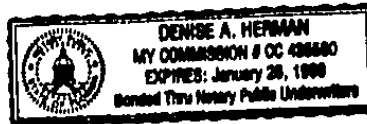
Neil A Tell  
NEIL TELL, Incorporator

STATE OF FLORIDA

COUNTY OF Palm Beach

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared NEIL TELL, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 4 day of April, 1995.



Denise Herman  
Notary Public,  
State of Florida at Large  
My commission expires:

**ACCEPTANCE OF APPOINTMENT  
OF  
REGISTERED AGENT**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation and state that I am familiar with and accept the obligations of Section 607.0505 of the Florida Business Corporation Act.

By: Neil A. Tell

NEIL TELL

FILED  
95 MAY 15 AM 8 08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA