

Sumtalo Research  
(Requestor's Name)

PO Box 11271  
(Address)

(Address)  
Tallahassee FL 32302  
(City, State, Zip) (Phone #)

11000001-9987-0101  
+1062705-10103-011  
\*\*\*\*12340 \*\*\*\*12340

**OFFICE USE ONLY**

1. PPO Partners, Inc  
(Corporation Name)

(Corporation Name)

(Document #)

**2.**

**(Corporation Name)**

(Document #)

**3.**

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

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**Walk in**

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## Pick up time

4

**✓ Certified Copy**

1

## Mail out

☒

✓ Will wait

☐

## Photocopy

7

## Certificate of Status

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

RECORDED  
JUN 25 1961  
DIVISION OF CORPORATION

**Examiner's Initials**

ARTICLES OF INCORPORATION  
OF  
PPO PARTNERS, INC.

FILED  
JUL 25 1963  
STATE OF FLORIDA  
CLERK OF THE CIRCUIT COURT

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I  
NAME and PRINCIPAL OFFICE

The name of this corporation shall be: **PPO PARTNERS, INC.**, and the principal place of business and mailing address of this corporation shall be: 7990 S.W. 117th Avenue, Miami, Florida 33183.

ARTICLE II  
DURATION

This corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE III  
PURPOSE

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE IV  
CAPITALIZATION

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u> <u>Authorized</u>	<u>Par Value</u> <u>Per Share</u>	<u>Class of</u> <u>Stock</u>
10,000	\$1.00	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be: 7990 S.W. 117th Avenue, Miami, FL 33183, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be: William Grossman.

ARTICLE VI  
INITIAL DIRECTORS

The number of directors may be increased or decreased, but shall be not less than one, as specified by the shareholders from time to time. At any time, the shareholders may, by a majority vote, determine that the corporation be managed by the shareholders.

The names and addresses of the initial directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified, shall be:

<u>Name</u>	<u>Address</u>
W. J. Hilliard	3100 AMS Boulevard Green Bay, Wisconsin 54313
William Grossman	7990 S.W. 117th Avenue Miami, Florida 33183
Gail Choate	1500 N.W. 49th Street Suite 402 Ft. Lauderdale, Florida 33309
Ronald A. Weyers	3100 AMS Boulevard Green Bay, Wisconsin 54313

ARTICLE VII  
INCORPORATOR

The name and address of the Incorporator is Steven Kass, 777 Brickell Avenue, Suite 500, Miami, FL 33131.

ARTICLE VIII  
DIRECTOR CONFLICT OF INTEREST

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that such director or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if such director were not such a director or officer of such other corporation, or not so interested.

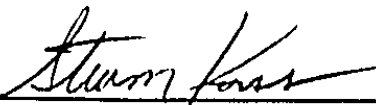
ARTICLE IX  
NO SHAREHOLDER LIABILITY

The private property of the shareholders shall not be subject to payment of the corporate debts in any extent.

ARTICLE X  
INDEMNIFICATION

This corporation shall indemnify its officers, directors and employees to the fullest extent permitted by law, either now or hereafter in effect.

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 23rd day of May, 1995.

  
\_\_\_\_\_  
Steven Kass, Incorporator

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

In compliance with the laws of the State of Florida, the  
following is submitted:

**PPO PARTNERS, INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 7990 S.W. 117th Avenue, Miami, FL 33183, State of Florida, has named William Grossman, 7990 S.W. 117th Avenue, Miami, FL 33183, County of Dade, as its statutory Registered Agent to accept service of process within Florida.

ACKNOWLEDGMENT

Having been named the statutory Registered Agent to accept service of process for the above corporation, at the place designated in this certificate, I hereby acknowledge that I am familiar with the obligations imposed upon a Registered Agent by Section 607.0505 of the Florida Statutes and I agree to accept the same and to act as Registered Agent, and to comply with the provisions of Florida law relative to keeping the registered office open.

  
\_\_\_\_\_  
William Grossman, Registered Agent

DATED: this 24th day of  
May, 1995.

# P95000041202

RECEIVED  
95 JUN -8 AM 11:25  
DIVISION OF CORPORATION

Sumstate Research  
(Requester's Name)  
P.O. Box 11271  
(Address)  
Tallahassee FL  
(City, State, Zip) (Phone #)

OFFICE USE ONLY

5000011508585  
-06/08/95--01070--007  
\*\*\*\*\*87.50 \*\*\*\*\*07.50

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. PPO Partners, Inc  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in ☐ Pick up time \_\_\_\_\_ ☒ Certified Copy  
☐ Mail out ☒ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment <u>correction</u>
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

Returned cc  
to client

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

\*00789, 00524, 00672  
Articles of  
Corp.  
Examiner's Initials  
6/23/95  
38



95 JUL -8 PM 12-11  
FLORIDA DEPARTMENT OF STATE  
SAC, TAMPA  
TALLAHASSEE, FLORIDA

June 8, 1995

Sunstate Research Assoc.  
P.O. Box 11271  
Tallahassee, FL

SUBJECT: PPO PARTNERS, INC.  
Ref. Number: P95000041202

We have received your document for PPO PARTNERS, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

A director will need to sign the Articles of Correction. A incorporator may sign only if there are not any directors listed.

If you have any questions concerning the filing of your document, please call (904) 487-6907.

Annette Hogan  
Corporate Specialist

Letter Number: 995A00028245



**JORDEN BURT & BERENSON**

777 BRICKELL AVENUE  
SUITE 800  
MIAMI, FLORIDA 33131-2803  
13051 371-2800  
TELECOPIER 13051 372-9928

WRITER'S DIRECT NO.  
305-347-6915

June 21, 1995

Ms. Susan Payne  
Department of State  
Corporate Division  
Amendment Section  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: **PPO PARTNERS, INC.**

Dear Ms. Payne:

Further to our telephone conversation of a few weeks ago, enclosed are two revised copies of the Articles of Correction to the Articles of Incorporation of the above-referenced corporation. As we discussed, (i) you retained our check, #059004, dated 06/07/95, initially forwarded to you which covers the filing and certified copy fees and (ii) the effective date of these Articles of Correction would be the same effective date as of the original Articles of Correction filing date of May 25, 1995.

When the Articles of Correction have been filed, please return the certified copy to the undersigned in the attached envelope. With thanks for your assistance in this matter.

Very truly yours,

*Mary T. Naccarato*

Mary T. Naccarato  
Legal Assistant

MTN/wp  
Enclosures

G:\USR\MC\DATA\FORMS\BOSAOC.PPO

FILED  
95 JUN -8 PM 1:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF CORRECTION  
TO  
ARTICLES OF INCORPORATION  
of  
PPO PARTNERS, INC.

FILED

95 JUN -8 PM 1:08

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0124 of the Florida Business Corporations Act, the undersigned Director, acting as Chairman, of the Corporation hereby executes the following Articles of Correction to the Articles of Incorporation of PPO PARTNERS, INC., Charter #95000041202, filed on May 25, 1995:

1. The name of the corporation is PPO PARTNERS, INC.
2. Article VI of the Articles of Incorporation, as filed on May 25, 1995, provides as follows:

" ARTICLE VI  
INITIAL DIRECTORS

The number of directors may be increased or decreased, but shall be not less than one, as specified by the shareholders from time to time. At any time, the shareholders may, by a majority vote, determine that the corporation be managed by the shareholders.

The names and addresses of the initial directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified, shall be:

<u>Name</u>	<u>Address</u>
W. J. Hilliard	3100 AMS Boulevard Green Bay, Wisconsin 54313
William Grossman	7990 S.W. 117th Avenue Miami, Florida 33183
Gail Choate	1500 N.W. 49th Street Suite 402 Ft. Lauderdale, Florida 33309
Ronald A. Weyers	3100 AMS Boulevard Green Bay, Wisconsin 54313"

3. Article VI of the Corporation's Articles of Incorporation, as filed on May 25, 1995, contains an incorrect statement because those Articles of Incorporation incorrectly include Ronald A. Weyers as one of the initial directors of the Corporation. Ronald A. Weyers is not an initial director of the Corporation.

4. Article VI of the Corporation's Articles of Incorporation is hereby corrected to read, in its entirety:

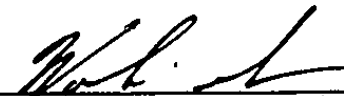
" ARTICLE VI  
INITIAL DIRECTORS

The number of directors may be increased or decreased, but shall be not less than one, as specified by the shareholders from time to time. At any time, the shareholders may, by a majority vote, determine that the corporation be managed by the shareholders.

The names and addresses of the initial directors of the corporation, who shall hold office for the first year or until their successors are duly elected and qualified, shall be:

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William Grossman	7990 S.W. 117th Avenue Miami, Florida 33183
Gail Choate	1500 N.W. 49th Street Suite 402 Ft. Lauderdale, Florida 33309"

IN WITNESS WHEREOF, I, the undersigned, being a Director, acting as Chairman of the Corporation, for the purpose of correcting the Articles of Incorporation, make and file these Articles of Correction, hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 20<sup>th</sup> day of June, 1995.

  
\_\_\_\_\_  
William Grossman, Director, acting  
as Chairman

*Sunstate Records*  
Requester's Name  
**P95000041202**

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. PPG Partners Inc  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in  
☐ Mail out

☐ Pick up time \_\_\_\_\_  
☐ Will wait

☐ Photocopy

☒ Certified Copy  
☐ Certificate of State

RECEIVED  
56 AUG 13 PM 3:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
96 AUG 13 PM 2:05  
DIVISION OF CORPORATIONS

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

8/13  
*Amend*  
Examiner's Initials

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
PPO PARTNERS, INC.

96 AUG 13 PM 3:39  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

1. The name of the corporation is PPO Partners, Inc.
2. Article IV of the corporation's Articles of Incorporation is hereby amended in its entirety to read as follows:

ARTICLE IV  
CAPITALIZATION

The aggregate number of shares which the corporation shall have authority to issue is 10,000 shares, consisting of 2,000 shares of voting Common Stock, \$1.00 par value per share, and 8,000 shares of Non-Voting Class A Common Stock, \$1.00 par value per share.

The preferences, limitations, and relative rights of all shares shall be identical and shall entitle the holders thereof to the same rights and privileges, except that (i) the Non-Voting Class A Common Stock shall not entitle the holders thereof to any voting rights, and (ii) the voting Common Stock shall entitle the holders thereof to one vote per share on all matters to be voted on by the shareholders of the corporation.

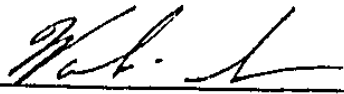
The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of the corporation.

3. The amendment to Article IV of the Articles of Incorporation was adopted as of May 31, 1996.

4. The amendment to Article IV of the Articles of Incorporation was approved by the shareholders of the corporation, and the number of votes cast for the amendment by the shareholders of the corporation was sufficient for approval.

Signed this 8 day of August, 1996.

PPO PARTNERS, INC.

By:   
William Grossman, President