

JUL 28 95 14:11

GUNSTER YONKLEY & STEWART

FAX NO. 8323563

P.02

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7/28/95

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CORPORATE NAME, GAINES-HAWKER, INC

SUB-ACCOUNT NUMBER,
METHOD OF DELIVERY, F
FAX PHONE NUMBER, (407)658-3652
MAILING NAME/ADDRESS, GUNSTER, YONKLEY & STEWART, P.A.
777 S FLAGLER DR
PHILLIPS POINT SUITE 500E
WEST PALM BEACH

FL 33401-6194 US

CERTIFICATE(S) REQUESTED, NO
ESTIMATED CHARGES, \$122.50

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ELECTRONIC FILING COVER SHEET

TO, DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
408 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX, (804) 922-4000

FROM, GUNSTER, YONKLEY & STEWART, P.A.
777 S FLAGLER DR
PHILLIPS POINT SUITE 500E
WEST PALM BEACH FL 33401-6194
CONTACT, SHERI J MILLER
PHONE, (407) 658-0858
FAX, (407) 658-3652

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DOCUMENT TYPE, FLORIDA PROFIT CORPORATION OR P.A.

NAME, GAINES-HAWKER, INC.

FAX AUDIT NUMBER, H9500008356

DATE REQUESTED, 07/28/1995

CERTIFIED COPIES, 1

NUMBER OF PAGES, 5

ESTIMATED CHARGE, \$122.50

CURRENT STATUS, REQUESTED

TIME REQUESTED, 13:34:08

CERTIFICATE OF STATUS, 0

METHOD OF DELIVERY, FAX

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GUNSTER YOAKLEY & STEWAR

FAX NO. 8323563

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GUNSTER, YOAKLEY, VALDES-FAULI & STEWART, PA.

ATTORNEYS AT LAW
PHILLIP'S POINT, SUITE 500 EAST
777 SOUTH FLAGLER DRIVE
WEST PALM BEACH, FLORIDA 33401-6194
P.O. BOX 4587
WEST PALM BEACH, FLORIDA 33402-4587

TELEPHONE (407) 655-1980
FAX (407) 655-5677

OTHER OFFICES IN:
STUART, FL (407) 288-1980
PORT LAUDERDALE, FL (305) 462-2000

FAX TRANSMITTAL FORM

DATE: July 28, 1995
TO: FL Division of Corporations
FIRM: Department of State
CITY, STATE: Tallahassee, FL
FAX #: 904-922-4000
PHONE #: 904-487-6926
FROM: Mary Blackford Cherry, Legal Assistant Ext: 728
ORIGINALS TO FOLLOW: No

NO. OF PAGES TRANSMITTED (INCLUDING THIS COVER PAGE) 7
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GUNSTER YOKLEY & STEWAR

FAX NO. 8323583

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**ARTICLES OF INCORPORATION
OF
GAINES-HAWKER, INC.**

Article I

Name

The name of the corporation is **GAINES-HAWKER, INC.**

Article II

Duration

The corporation shall have a perpetual existence.

Article III

Purpose

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

Article IV

Address

The principal place of business of this corporation shall be:

1446 North Ocean Boulevard, Palm Beach, FL 33480

The mailing address of this corporation shall be:

1446 North Ocean Boulevard, Palm Beach, FL 33480

David Bates, Esq. (FL. BAR #0935451)
Gunster, Yoakley, Valdes-Pauli & Stewart, P.A.
Phillips Point, Suite 500 East
777 South Flagler Drive
West Palm Beach, FL 33401
(407) 655-1980

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article V**Capital Stock**

The corporation is authorized to issue One Thousand (1,000) shares of One Cent (\$0.01) par value per share common stock.

Article VI**Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 777 South Flagler Drive, Suite 500E, West Palm Beach, FL 33401, and the name of the initial registered agent of this corporation at the address is Valdes-Pauli Corporate Services, Inc. Pursuant to Florida Statute 607.0501(3), a written acceptance is attached.

Article VII**Incorporator**

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

David G. Bates

777 South Flagler Drive
Suite 500E
West Palm Beach, FL 33401

Article IX**Powers**

The 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

The 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 shareholder(s) is subject to this reservation.

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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.

David G. Bates
David G. Bates

DATED: July 28, 1995

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Gaines-Hawker, Inc., a Florida corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, on behalf of the Corporation, hereby state I am familiar with and agree 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-PAULI CORPORATE SERVICES, INC.

By 
Michael V. Mitrione, Vice President

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TALLAHASSEE, FLORIDA