

Document Number Only

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

904-222-1092

CORPORATION(S) NAME

Prentice America, Inc.

☒ Profit - Articles

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Certified Copy

☐ Call When Ready

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☐ Mail Out

☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Call If Problem

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☐ Merger

☐ Mark

☐ Other

☐ Change of R.A.

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W.P. Verifier

8/24/95

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CR2E031 (1-89)

D. BROWN AUG 24 1995

**ARTICLES OF INCORPORATION
OF
PRENTICE AMERICA, INC.**

FILED
95 AUG 24 PM 12:14
CLERK OF CIRCUIT COURT
JACKSONVILLE, FLORIDA

The undersigned, acting as sole incorporator, hereby adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the Florida Business Corporation Act (the "Act"), as follows:

**I.
NAME**

The name of the Corporation is Prentice America, Inc.

**II.
TERM OF EXISTENCE**

The date when corporate existence shall commence is August 24, 1995, in accordance with the provisions of Section 607.0203(1) of the Act, and the Corporation shall have perpetual existence thereafter.

**III.
PRINCIPAL OFFICE**

The principal office of the Corporation is 6900 Southpoint Drive North, Suite 430, Jacksonville, Florida 32216.

**IV.
CAPITAL STOCK**

The Corporation is authorized to issue 10,000 shares of no par value common stock, which shall be designated Common Stock.

**V.
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 6900 Southpoint Drive North, Suite 430, Jacksonville, Florida 32216, and the name of its initial registered agent at such address is Gus Sankers.

VI.
DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the by-laws of the Corporation. The name and address of the initial director of the Corporation, who shall serve until his successor(s) are duly elected and qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
Bryant H. Prentice, III	40 North Street Buffalo, NY 14202

VII.
INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Michael M. Caron	570 Lake Cook Road, Suite 308 Deerfield, IL 60015

VIII.
AFFILIATED TRANSACTIONS

Pursuant to the provisions of 607.0901(5)(a) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions as set forth in Section 607.0901 of the Act and, therefore, the terms of such section of the Act shall not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

IX.
CONTROL SHARE ACQUISITIONS

Pursuant to the provision of Section 607.0902(5) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions described in Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Florida Business Corporation Act.

**X.
BY-LAWS**

The power to adopt, alter, amend or repeal by-laws shall be vested in the Corporation's Board of Directors.

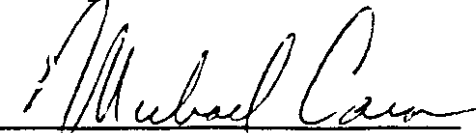
**XI.
INDEMNIFICATION**

The Corporation shall indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

**XII.
AMENDMENT**

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on August 22, 1995.



Michael M. Caron
Incorporator

ARTICLE.DOC

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED
95 AUG 24 PM 12:14
JACKSONVILLE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Prentice America, Inc.
2. The name and address of the registered agent and office is:

Gus Sankers
6900 Southpoint Drive North, Suite 430
Jacksonville, FL 32216

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree 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.


Gus Sankers

Date: August 22, 1995