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EFFECTIVE DATE  
8/30/95

ACCOUNT NO. : 0721000000032

REFERENCE : 672424 5310A

AUTHORIZATION :

COST LIMIT : 0 PRE-PAID

ORDER DATE : August 31, 1995

ORDER TIME : 9:43 AM

ORDER NO. : 672424

CUSTOMER NO: 5310A

CUSTOMER: Barbara Williams, Legal Asst  
BUSH ROSS GARDNER WARREN &  
RUDY  
220 South Franklin Street  
Tampa, FL 33602

DOMESTIC FILING

.....EFFECTIVE DATE AUG. 30,  
1995.....

NAME: DUNHALL PARTNERS, INC.

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Melissa L. Mears

EXAMINER'S INITIALS:

SAB  
8/31/95

EFFECTIVE DATE  
9/30/95

ARTICLES OF INCORPORATION  
OF  
DUNHALL PARTNERS, INC.

The undersigned, acting as incorporator of the captioned corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

Corporate Name and Principal Office

The name of this corporation is DUNHALL PARTNERS, INC. and its principal office and mailing address is 1040 Bayview Drive, Suite 420, Ft. Lauderdale, Florida, 33304.

ARTICLE II

Commencement of Corporate Existence

The corporation shall come into existence on August 30, 1995.

ARTICLE III

General Nature of Business

The corporation may transact any lawful business for which corporations may be incorporated under Florida law.

#### ARTICLE IV

##### Capital Stock

The aggregate number of shares of stock authorized to be issued by this corporation shall be 7,500 shares of common stock, each with a par value of \$.001. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

#### ARTICLE V

##### Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be 220 South Franklin Street, Tampa, Florida, 33602, and the initial registered agent of the corporation at such address is John N. Giordano.

#### ARTICLE VI

##### Incorporator

The name and address of the corporation's incorporator is:

##### Name

Barbara W. Williams

##### Address

220 South Franklin Street  
Tampa, Florida 33602

ARTICLE VII

By-Laws

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.

ARTICLE VIII

Indemnification

If in the judgment of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in §607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by §607.0850, as then in effect, or by any successor law thereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles this 30th day of August, 1995.

Barbara W. Williams (SEAL)  
Barbara W. Williams  
Incorporator

81360.01

**CERTIFICATE DESIGNATING  
REGISTERED AGENT**

Pursuant to the provisions of §§48.091 and 607.0501, Florida Statutes, DUNHALL PARTNERS, INC., desiring to organize under the laws of the State of Florida, hereby designates John N. Giordano, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 220 South Franklin Street, Tampa, Florida 33602, the business office of its Registered Agent, as its Registered Office.

DUNHALL PARTNERS, INC.

By Barbara W. Williams  
Barbara W. Williams  
Incorporator

**ACKNOWLEDGMENT**

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act as such in accordance with the provisions of §§48.091 and 607.0505, Florida Statutes.

John N. Giordano  
John N. Giordano

81360.01