

P95000068874

Sunstate Research Associates, Inc.

P.O. Box 11271  
(Requestor's Name)

Tallahassee, Florida 32301

(Address)

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

3000001578453  
09/07/95 - 01039 - 030  
\*\*\*\*236.25 \*\*\*\*78.75

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

1. CRT Florida Development, 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 checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input 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

Examiner's Initials

ARTICLES OF INCORPORATION  
OF  
CRT FLORIDA DEVELOPMENT, INC.

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I  
Name and Principal Office of Corporation

The name of this Corporation shall be CRT FLORIDA DEVELOPMENT, INC. The initial mailing address of the Corporation shall be 433 Plaza Real, Suite 335, Boca Raton, Florida 33432.

ARTICLE II  
Nature of Business

The general nature of the business and activities to be transacted and carried on by this Corporation is to transact all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, as hereafter amended and supplemented, and any successor statute thereto, as thereafter amended and supplemented.

The general purposes specified in the foregoing clauses of this Article shall, unless expressly limited, not be limited or restricted by reference to, or inference from, any provisions in this or any other Article of these Articles of Incorporation, shall be regarded as independent purposes and shall be construed as powers as well as purposes.

ARTICLE III  
Stock

The total authorized capital stock of the Corporation shall be 10,000 shares of Common Stock, par value \$1.00 per share.

ARTICLE IV  
Incorporator

The name and street address of the Incorporator of this Corporation is as follows:

H. William Walker, Jr.  
White & Case  
200 S. Biscayne Boulevard, Suite 4900  
Miami, Florida 33131

ARTICLE V  
Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI  
Address of Registered Office and Registered Agent

The street address of the initial Registered Office of this Corporation in the State of Florida shall be White & Case, 200 S. Biscayne Boulevard, Suite 4900, Miami, Florida 33131. The name of the initial Registered Agent of this Corporation at the above address shall be H. William Walker, Jr.

ARTICLE VII  
Number of Directors

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one (1) but not more than seven (7) persons, the exact number to be determined from time to time in accordance with the By-Laws, and until such time as the By-Laws have been adopted, the Board of Directors shall consist of one persons.

ARTICLE VIII  
Initial Board of Directors

The names and street addresses of the members of the initial Board of Directors of this Corporation, who shall hold office until the First Annual Meeting of

Shareholders, and thereafter until their successors are elected and have qualified, is as follows:

Thomas J. Crocker  
433 Plaza Real, Suite 335  
Boca Raton, Florida 33432

ARTICLE IX  
By-Laws

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the By-Laws.

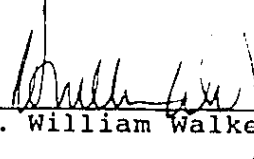
ARTICLE X  
Financial Information

The Corporation shall not be required to file a balance sheet and a profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each fiscal year hereafter unless a resolution to the contrary has been adopted by the shareholders not later than four (4) months after the close of such year.

ARTICLE XI  
Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

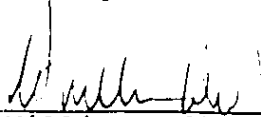
IN WITNESS WHEREOF, the undersigned, being the original subscribing incorporator to the foregoing Articles of Incorporation, has hereunto set his hand and seal this 6th day of September, 1995.

By:   
H. William Walker, Jr.

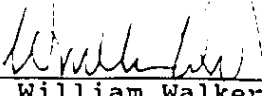
CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE

In compliance with Florida Statutes Sections  
48.091 and 607.0501 the following is submitted:

CRT FLORIDA DEVELOPMENT, INC., desiring to  
organize as a corporation under the laws of the State of  
Florida, has designated White & Case, 200 S. Biscayne  
Boulevard, Suite 4900, Miami, Florida 33131, as its initial  
Registered Office and has named H. William Walker, Jr.  
located at said address as its initial Registered Agent.

By:   
H. William Walker, Jr.  
Incorporator

Having been named Registered Agent for the above  
stated corporation, at the designated Registered Office,  
the undersigned hereby accepts said appointment and agrees  
to comply with the provisions of Florida Statutes Section  
48.091 relative to keeping open said office. The  
undersigned further agrees to comply with the provisions of  
all statutes relating to the proper and complete  
performance of the undersigned's duties, and the  
undersigned is familiar with and accepts the obligations of  
the undersigned's position as registered agent.

By:   
H. William Walker, Jr.  
Registered Agent

P95000068874

Document Number Only

95 JUL 22 11 3 52  
SEC  
TALLA

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City State Zip Phone

700000190 U197  
-07/23/96 -01090 -019  
\*\*\*\*245.00 \*\*\*\*35.00

CORPORATION(S) NAME

CR7 Florida Development, Inc.

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> Profit                | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger                    |
| <input type="checkbox"/> NonProfit             |   |  |
| <input type="checkbox"/> Limited Liability Co. |   |  |
| <input type="checkbox"/> Foreign               | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark                      |
| <input type="checkbox"/> Limited Partnership   | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other UCC Filing          |
| <input type="checkbox"/> Reinstatement         | <input type="checkbox"/> Reservation            | <input checked="" type="checkbox"/> Change of R.A. |
|  |   | <input type="checkbox"/> Fic. Name                 |
| <input type="checkbox"/> Certified Copy        | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> CUS                       |
| <input type="checkbox"/> Call When Ready       | <input type="checkbox"/> Call if Problem        | <input type="checkbox"/> After 4:30                |
| <input checked="" type="checkbox"/> Walk In    |   | <input checked="" type="checkbox"/> Pick Up        |
| <input type="checkbox"/> Mail Out              |   |  |

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

PLEASE RETURN EXTRA COPIES  
FILE-STAMPED

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N. HENDRICKS JUL 23 1996

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED  
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508,  
Florida Statutes, the undersigned corporation organized under the laws of the State of  
Florida submits the following statement in order to change its registered office  
or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: CRT Florida Development, Inc.

1b. Date of incorporation September 7, 1995 Document number P95000068874

2. The name and address of the current registered agent and office:

William H. Walker, Jr.

White & Case, 200 S. Biscayne Blvd., Suite 4900, Miami, FL 33131

3. The name and address of the new registered agent and office:  
(P.O. Box Not Acceptable)

C T CORPORATION SYSTEM

c/o C T CORPORATION SYSTEM, 1200 South Pine Island Rd., Plantation, Florida 33324

The street address of its registered agent and the street address of the business office  
of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by  
an officer so authorized by the board.

[Signature]  
SIGNATURE  
6/28/96  
DATE

Robert E. Onisko, Secretary  
Typed or printed name and title

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 RELATIVE TO THE PROPER AND COM-  
PLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT  
THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

C T CORPORATION SYSTEM  
SIGNATURE BY: [Signature]  
(Registered Agent)  
DATE 7-15-96  
PANYA M. VILLAR  
OFFICIAL ASSISTANT SECRETARY

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

P95000068874

ARTICLES OF MERGER  
Merger Sheet

.....  
MERGING:

CRT FLORIDA DEVELOPMENT, INC., a Florida corporation, P95000068874

INTO

CRT DELAWARE, INC., a Delaware corporation not qualified in Florida

File date: August 16, 1996

Corporate Specialist: Joy Moon-French



P95000068874

Requestor's Name

Address

City/State/Zip Phone #

Office Use Only

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

1. CRT Florida Development, Inc.  
(Corporation Name) (Document #)
2. Merging into  
(Corporation Name) (Document #)
3. CRT Delaware, Inc.  
(Corporation Name) (Document #)
4.  
(Corporation Name) (Document #)

☒ Walk in

☐ Mail out

☐ Pick up time

☐ Will wait

☐ Photocopy

☒ Certified Copy

☐ Certificate of Status

NEW FILINGS	
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<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

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

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

Examiner's Initials

SEP 16 11:40:03

SEP 15 PM 3:20

816  
merger  
C.C.

ARTICLES OF MERGER 8/16/96  
OF  
CRT FLORIDA DEVELOPMENT, INC.  
AND  
CRT DELAWARE, INC.

Pursuant to the provisions of Section 607.1105 of the Florida Statutes and Section 252 of the Delaware General Corporation Law, the undersigned hereby certify that:

1. CRT Florida Development, Inc., a Florida corporation ("CRT-Florida"), shall be merged with and into CRT Delaware, Inc., a Delaware corporation ("CRT Delaware"), which shall be the Surviving Corporation, (the "Merger").
2. The Merger shall become effective on the day that these Articles of Merger have been filed by the Secretary of State of Florida and the Secretary of State of Delaware (the "Effective Date").
3. The Certificate of Incorporation of CRT-Delaware as in effect on the Effective Date shall remain in effect and be the Certificate of Incorporation of the Surviving Corporation.
4. The Agreement and Plan of Merger dated as of August 10, 1996, pursuant to which the Merger shall be accomplished and a certified copy of which is attached hereto, was adopted in accordance with the Florida Statutes and the Delaware General Corporation Law, and by the sole shareholder of CRT Florida by unanimous written consent dated as of August 15, 1996, and by the sole shareholder of CRT-Delaware by unanimous written consent dated as of August 15, 1996.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of CRT-Florida and CRT Delaware by their respective authorized officer as of August 14, 1996.

CRT FLORIDA DEVELOPMENT,  
INC., a Florida corporation

By: Drew P. Cunningham  
Drew P. Cunningham  
President

CRT DELAWARE, INC., a  
Delaware corporation

By: Drew P. Cunningham  
Drew P. Cunningham  
President

## AGREEMENT AND PLAN OF MERGER

OF

CRT FLORIDA DEVELOPMENT, INC

AND

CRT DELAWARE, INC.

This Agreement and Plan of Merger dated as of August 1, 1996, is made by and between CRT FLORIDA DEVELOPMENT, INC., a corporation organized and existing under the laws of the State of Florida ("CRT Florida" or a "Constituent Corporation"), and CRT DELAWARE, INC., a corporation organized and existing under the laws of the State of Delaware ("CRT Delaware", the "Surviving Corporation" or a "Constituent Corporation").

## RECITALS

Pursuant to this Agreement and Plan of Merger, CRT Florida shall be merged with and into CRT Delaware (the "Merger") and, incident to the Merger, all the issued and outstanding shares of the common stock of CRT Florida shall be converted into shares of the Common Stock of CRT Delaware and all the issued and outstanding shares of CRT Florida shall be cancelled. Each of the parties hereto wishes to set forth in this Agreement and Plan of Merger the terms and conditions of the Merger, the mode of carrying the Merger into effect, the manner and basis of converting the outstanding shares of CRT Florida into shares of CRT Delaware, and such other terms and conditions as may be required or desired and permitted. The Board of Directors of CRT Florida and the Board of Directors of CRT Delaware deem the Merger desirable and in the best interests of its shareholder and each Director has, by unanimous consent in writing, adopted and approved this Agreement and Plan of Merger, and directed that this Agreement and Plan of Merger be submitted to its respective shareholders for their approval.

## AGREEMENT

In consideration of the mutual covenants set forth in this Agreement, the parties agree as follows:

1. On the Effective Date (as defined in paragraph 6 below), in accordance with the provisions of this Agreement and Plan of Merger, the Florida Business Corporation Act and the Delaware General Corporation Law, CRT-Florida shall be merged with and into CRT Delaware, which shall be the Surviving Corporation, and the separate existence of CRT Florida shall cease. CRT Delaware, as the Surviving Corporation, shall possess and retain every interest in all assets and properties of every description and wherever located of each of the Constituent Corporations. The rights, privileges, immunities, powers, franchises and authority, public as well as private, of each of the Constituent Corporations shall be vested in the Surviving Corporation without further act. All obligations due to each of the Constituent Corporations shall be vested in the Surviving Corporation without further act. The Surviving Corporation shall be liable for all of the obligations of each of the Constituent Corporations existing as of the Effective Date.

2. The Certificate of Incorporation of CRT Delaware as in effect on the Effective Date shall remain in effect and be the Certificate of Incorporation of the Surviving Corporation.

3. The By Laws of CRT Delaware as in effect on the Effective Date shall remain in effect and be the By Laws of the Surviving Corporation.

4. The Board of Directors and officers of CRT Delaware at the Effective Date shall be the Board of Directors and officers, respectively, of the Surviving Corporation, until their successors shall have been elected or appointed, as the case may be, and duly qualified.

5. On the Effective Date, by virtue of the Merger and without any further act, the issued and outstanding shares of the common stock of CRT Florida shall be converted into issued and outstanding shares of the common stock of the Surviving Corporation at the ratio of one (1) share of common stock of CRT Florida to one (1) share of Common Stock of the Surviving Corporation, with the effect that the 100 outstanding shares of common stock of CRT Florida shall be converted into 100 shares of the

Common Stock of the Surviving Corporation and each issued and outstanding share of CRT Florida prior to the Effective Date shall be cancelled.

6. The Merger shall become effective on the day that the Articles of Merger of the Constituent Corporations have been filed by the Secretary of State of Florida and the Secretary of State of Delaware (the "Effective Date").

IN WITNESS WHEREOF, CRT Florida and CRT Delaware have caused this Agreement and Plan of Merger to be signed in their corporate names by their respective Presidents as of the day and year first above written.

CRT FLORIDA DEVELOPMENT,  
INC., a Florida corporation

By: Drew P. Cunningham  
Drew P. Cunningham  
President

CRT DELAWARE, INC., a  
Delaware corporation

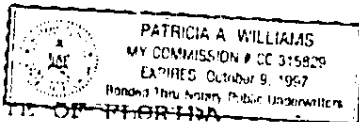
By: Drew P. Cunningham  
Drew P. Cunningham  
President

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this       day of August, 1996, by Drew P. Cunningham, as President of CRT Florida Development, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced a Florida driver's license as identification.

My Commission Expires:



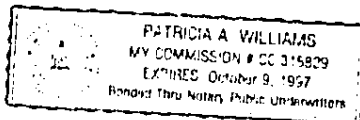
Notary Public (Seal)  
State of Florida at Large

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this       day of August, 1996, by Drew P. Cunningham, as President of CRT Delaware, Inc., a Delaware corporation, on behalf of the corporation. He is personally known to me or has produced a Florida driver's license as identification.

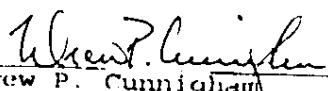
My Commission Expires:



Notary Public (Seal)  
State of Florida at Large

The undersigned, Drew P. Cunningham, Secretary of CRT Florida Development, Inc., a Florida corporation, does hereby certify that this Agreement and Plan of Merger was adopted pursuant to the unanimous written consent of the shareholders of such Corporation dated as of August 6, 1996.

Witness my hand and the seal of the Corporation, this 6 day of August, 1996.

  
Drew P. Cunningham  
Secretary

The undersigned, Drew P. Cunningham, Secretary of CRT Delaware, Inc., a Delaware corporation, does hereby certify that this Agreement and Plan of Merger was adopted pursuant to the unanimous written consent of the sole Shareholder of such Corporation dated as of August 6, 1996.

Witness my hand and the seal of the Corporation, this 6 day of August, 1996.

  
Drew P. Cunningham  
Secretary