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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000

FROM: HILL, WARD & HENDERSON, P.A.  
101 S KENNEDY BLVD  
SUITE 3700  
TAMPA FL 33602-5154  
CONTACT: BARBARA A MURPHY  
PHONE: (813) 221-3900  
FAX: (813) 221-2900

(((H96000000216)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: CAREY KRAMER COMPANY - NORTH FLORIDA, INC.  
FAX AUDIT NUMBER: H96000000216  
DATE REQUESTED: 01/04/1996  
CERTIFIED COPIES: 0  
NUMBER OF PAGES: 4  
ESTIMATED CHARGE: \$78.75  
CURRENT STATUS: REQUESTED  
TIME REQUESTED: 15:56:45  
CERTIFICATE OF STATUS: 1  
METHOD OF DELIVERY: FAX  
ACCOUNT NUMBER: 072317001716

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95 JAN -5 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Off at 15:59 EST 4-Jan-96  
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*1/5/96*

CHRONICALLY 95 JAN 4 1996

95 JAN -5 AM 10:47

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**FLORIDA DEPARTMENT OF STATE**  
Sandra B. Morham  
Secretary of State

December 5, 1995

BARBARA A. MURPHY  
HILL, WARD & HENDERSON, P.A.  
101 E. KENNEDY BLVD., SUITE 3700  
TAMPA, FL 33602

The name CAREY KRAMER COMPANY - NORTH FLORIDA has been reserved for 120 days beginning December 5, 1995. The reservation number is R95000005478 and this reservation is NONRENEWABLE.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will AGAIN be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 456-9000, the Name Availability Section

Marie Bartlett

Letter number: 895A00052735

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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

((H96000000216))

**ARTICLES OF INCORPORATION  
OF  
CAREY KRAMER COMPANY - NORTH FLORIDA, INC.**

FILED  
96 JAN -5 PM 3:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge and with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I**

**Name**

The name of this corporation shall be.

**CAREY KRAMER COMPANY - NORTH FLORIDA, INC.**

**ARTICLE II**

**Address**

The address of the principal office and the mailing address of this corporation shall be: 101 E. Kennedy Blvd., Suite 2420, Tampa, Florida 33602.

**ARTICLE III**

**Existence of Corporation**

This corporation shall have perpetual existence.

**ARTICLE IV**

**Purposes**

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

Prepared by: R. James Robbins, Jr., Esquire  
Hill, Ward & Henderson, P. A.  
P. O. Box 2231, Tampa FL 33601-2231  
(813) 221-3900  
Florida Bar Number 436593

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## **ARTICLE V**

### **Capital Stock**

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 10,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

## **ARTICLE VI**

### **Registered Office and Registered Agent**

The street address of the corporation's initial registered office is 101 East Kennedy Boulevard, Suite 2420, Tampa, Florida 33602, and the name of the corporation's initial registered agent at such address is H. MCCORD FRASER. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

## **ARTICLE VII**

### **Incorporators**

The name and address of the incorporator of this corporation is as follows:

<b><u>Name</u></b>	<b><u>Address</u></b>
R. James Robbins, Jr.	101 East Kennedy Boulevard Suite 3700 - Barnett Plaza Tampa, Florida 33602

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### ARTICLE VIII

#### Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.

  
\_\_\_\_\_  
R. James Robbins, Jr.

#### REGISTERED AGENT CERTIFICATE

Having been named to accept service of process for the above stated corporation, I hereby accept appointment as its 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.

Signature

  
H. MCCORD FRASER

Date:

11/4/96

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

CKP-SILVESTER, FRASER & ASSOCIATES, INC., a Pennsylvania corporation,  
P11664

INTO

CAREY KRAMER COMPANY - NORTH FLORIDA, INC., a Florida corporation,  
P96000001510

File date: January 31, 1996

Corporate Specialist: Linda Stitt

P96000001510

1/30/96

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

4:15 PM

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TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000

FROM: HILL, WARD & HENDERSON, P.A.  
101 E KENNEDY BLVD  
SUITE 3700  
TAMPA FL 33602-51543302-0000  
CONTACT: BARBARA A MURPHY  
PHONE: (813) 221-3900  
FAX: (813) 221-3900

((H96000001457))

DOCUMENT TYPE: MERGER OR SHARE EXCHANGE

NAME: CAREY KRAMER COMPANY - NORTH FLORIDA, INC.  
FAX AUDIT NUMBER: H96000001457  
DATE REQUESTED: 01/30/1996  
CERTIFIED COPIES: 0  
NUMBER OF PAGES: 6  
ESTIMATED CHARGE: \$78.75  
CURRENT STATUS: REQUESTED  
TIME REQUESTED: 16:15:10  
CERTIFICATE OF STATUS: 1  
METHOD OF DELIVERY: FAX  
ACCOUNT NUMBER: 072317001716

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7 Pages

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Linda*

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96 JAN 31 AM 8:03

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FILED  
96 JAN 31 10:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

((H96000001457))

**PLAN AND ARTICLES OF MERGER**

FILED  
96 JAN 31 AM 10:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THIS PLAN AND ARTICLES OF MERGER, entered into as of the 31st day of January, 1996, by and between CAREY KRAMER COMPANY - NORTH FLORIDA, INC., a Florida corporation ("Surviving Corporation"), and CKP-SILVESTER, FRASER & ASSOCIATES, INC., a Pennsylvania corporation ("Merged Corporation").

**WITNESSETH:**

WHEREAS, the parties wish to change the place of organization of the Merged Corporation through a corporate reorganization described in Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, by effecting a statutory merger with the Surviving Corporation;

WHEREAS, the Board of Directors of each of the parties hereto deem it advisable and in the best interest of the parties hereto and their respective stockholders that Merged Corporation should be merged into Surviving Corporation, and that Surviving Corporation merge Merged Corporation into itself, pursuant to the terms and conditions hereinafter set forth and in the manner prescribed by the laws of the State of Florida;

WHEREAS, Surviving Corporation, by its Articles of Incorporation, which were filed in the office of the Secretary of State of Florida on January 5, 1996 has an authorized capital stock of 10,000 shares of \$1.00 par value common capital stock, of which 10,000 shares are issued and outstanding on the date of the execution hereof;

WHEREAS, Merged Corporation, by its Articles of Incorporation, which were filed in the office of the Secretary of State of Pennsylvania, on July 23, 1986, has an authorized capital stock of 20,000 shares of common capital stock of \$1.00 par value, of which 20,000 shares are issued and outstanding on the date of the execution hereof;

Prepared by: R. James Robbins, Jr., Esquire  
Hill, Ward & Henderson, P. A.  
P. O. Box 2231, Tampa FL 33601-2231  
(813) 221-3900  
Florida bar Number 436593

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NOW, THEREFORE, the parties hereto agree to this Plan and Articles of Merger, whereby Merged Corporation is merged into Surviving Corporation, and Surviving Corporation merges Merged Corporation into itself in the manner prescribed by the laws of the State of Florida, and the terms and conditions of the aforesaid merger and the mode of carrying the same into effect are as follows:

#### ARTICLE I

Merged Corporation shall be and is hereby merged into Surviving Corporation, and Surviving Corporation shall and does hereby merge Merged Corporation into itself. Surviving Corporation shall continue to be governed by the laws of the State of Florida.

#### ARTICLE II

The Articles of Incorporation of Surviving Corporation shall remain in effect unchanged as a result of this merger.

#### ARTICLE III

The manner of converting the outstanding shares of capital stock of the Merged Corporation into the shares of capital stock of Surviving Corporation shall be as follows:

(a) Inasmuch as the Shareholders of Surviving Corporation own, one hundred percent (100%) of the issued and outstanding capital stock of Merged Corporation in the same proportions as their ownership of Surviving Corporation, each share of the issued and outstanding capital stock of the Merged Corporation shall, as a result of the merger, and without any further action on the part of the parties hereto or their stockholders, automatically be deemed cancelled, and shall not thereafter be deemed issued or outstanding in any way or manner; and

(b) Each share of capital stock of Surviving Corporation authorized and issued on the effective date of the merger hereof shall continue and remain unchanged as one share of capital stock of Surviving Corporation.

The shareholders of the Merged Corporation shall surrender their certificates representing the outstanding capital stock of the Merged Corporation to the Surviving Corporation, and shall

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then be issued certificates representing shares of stock of the Surviving Corporation as described in (a) above.

#### ARTICLE IV

The terms and conditions of this merger and the mode of carrying it into effect are as follows:

- (a) Until altered, amended or repealed as therein provided, the bylaws of Surviving Corporation as they shall exist on the effective date of this Plan and Articles of Merger shall be the bylaws of Surviving Corporation after the effective date of this Plan and Articles of Merger.
- (b) The first annual meeting of the stockholders of Surviving Corporation to be held after the date this merger becomes effective shall be the annual meeting provided or to be provided by the bylaws thereof.
- (c) The first regular meeting of the Board of Directors of Surviving Corporation to be held after the date this merger becomes effective may be called or may convene in the manner provided in the bylaws of Surviving Corporation and may be held at the time and place specified in the notice of meeting.
- (d) Surviving Corporation shall pay all expenses of carrying this Plan and Articles of Merger into effect and of accomplishing the merger.
- (e) Neither Surviving Corporation nor Merged Corporation shall issue or sell or issue rights to subscribe to any shares of its capital stock, or shall declare any dividends on its capital stock prior to the effective date of the merger.
- (f) Neither Surviving Corporation nor Merged Corporation shall incur, prior to the effective date of the merger, any obligations not within the express contemplation of this Plan and Articles of Merger, whether by contract or otherwise, except pursuant to existing agreements and arrangements and except in the ordinary course of business, nor shall they dispose of any material portion of their respective businesses or properties.
- (g) Upon the effective date of this merger, the separate existence of Merged Corporation shall cease, and Merged Corporation shall be merged into Surviving Corporation, in accordance with the provisions of this Plan and Articles of Merger, and Surviving Corporation shall possess all the rights, privileges, immunities, powers and

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franchises of a public and private nature, and shall be subject to all the restrictions, disabilities and duties of Surviving Corporation and Merged Corporation, and shall have all of the rights, privileges, powers and franchises of Surviving Corporation and Merged Corporation; and all property, real, personal and mixed, and all debts due to Surviving Corporation and Merged Corporation shall be vested in Surviving Corporation, and all property, rights and privileges, powers and franchises of Surviving Corporation and Merged Corporation and all and every other interest of them shall be thereafter as effectually the property of Surviving Corporation as they were of Surviving Corporation and Merged Corporation; and the title to any real estate, whether by deed or otherwise, vested in the Surviving Corporation and Merged Corporation shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of Surviving Corporation and Merged Corporation shall be preserved unimpaired; and all debts, liabilities and duties of Merged Corporation shall thenceforth attach to Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. Surviving Corporation shall cause a copy of this Plan and Articles of Merger to be filed in the office of the official who is the recording officer of each County in the State of Florida in which real property, if any, of Merged Corporation is situated.

(h) If, at any time, Surviving Corporation shall deem it advisable that any further assignments or assurances in law or any things necessary or desirable to vest in Surviving Corporation, according to the terms hereof, the title to any property or rights of Merged Corporation, the proper officers and directors of Merged Corporation shall execute and make all such proper assignments and assurances and do all things necessary and proper to vest title in such property or rights in Surviving Corporation, and otherwise to carry out the purposes of this Plan and Articles of Merger.

#### ARTICLE V

Surviving Corporation shall have the right to amend, alter, change or repeal any provisions contained in this Plan and Articles of Merger, or in the Articles of Incorporation, in the manner now and hereafter prescribed by the laws of the State of Florida, and all rights conferred upon stockholders herein are granted subject to this reservation.

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#### ARTICLE VI

(a) This Plan and Articles of Merger was approved by the stockholders and directors of Surviving Corporation on January 29, 1996 by Joint Action by Unanimous Written Consent.

(b) This Plan and Articles of Merger was approved by the stockholder and directors of Merged Corporation on January 29, 1996 by Joint Action by Unanimous Written Consent.

#### ARTICLE VII

In order to facilitate the filing and recording of this Plan and Articles of Merger, the same may be simultaneously executed in several counterparts, each of which shall be deemed to be an original, and such counterparts shall together constitute one and the same instrument.

#### ARTICLE VIII

The date of the merger contemplated by this Plan and Articles of Merger shall be January 31, 1996, at 11:59 P. M.

IN WITNESS WHEREOF, the parties hereto have caused this Plan and Articles of Merger to be executed by the President and Secretary of each of them, pursuant to authority given by their respective Board of Directors and stockholders as described in Article VI hereof.

CAREY KRAMER COMPANY - NORTH  
FLORIDA, INC., a Florida corporation

By:   
H. McCord Fraser, President

(Corporate Seal)

"Surviving Corporation"

CKP-SILVESTER, FRASER & ASSOCIATES,  
INC., a Pennsylvania corporation

By:   
H. McCord Fraser, President

(Corporate Seal)

"Merged Corporation"

((H96000001457)))

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of January, 1996, by H. McCord Fraser, as President of CAREY KRAMER COMPANY - NORTH FLORIDA, INC., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced \_\_\_\_\_ as identification.

Michelle S. Redman  
Notary Public

MICHELLE S. REDMAN  
Notary Public, State of Florida  
(Print, Type or Stamp Name and Date, 1996)  
My Commission Expires 8-5-96

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of January, 1996, by H. McCord Fraser, as President of CKP-SILVESTER, FRASER & ASSOCIATES, INC., a Pennsylvania corporation, on behalf of the corporation. He is personally known to me or has produced \_\_\_\_\_ as identification.

Michelle S. Redman  
Notary Public

MICHELLE S. REDMAN  
Notary Public, State of Florida  
(Print, Type or Stamp Name and Date, 1996)  
My Commission Expires 8-5-96

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7/31/96

FLORIDA DIVISION OF CORPORATIONS  
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9:29 AM

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TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
FAX: (904) 922-4000

FROM: MILL, WARD & HENDERSON, P.A.  
101 N KENNEDY BLVD  
SUITE 3700  
TAMPA FL 33602-5154000000  
CONTACT: BARBARA A MURPHY  
PHONE: (813) 221-3900  
FAX: (813) 221-2900

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DOCUMENT TYPE: BASIC AMENDMENT

NAME: CAREY KRAMER COMPANY - NORTH FLORIDA, INC.  
FAX AUDIT NUMBER: H96000010567  
DATE REQUESTED: 07/31/1996  
CERTIFIED COPIES: 0  
NUMBER OF PAGES: 2  
ESTIMATED CHARGE: \$35.00  
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CERTIFICATE OF STATUS: 0  
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ACCOUNT NUMBER: 072317001716

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96 JUL 31 PM 4:00  
STATE  
TALLAHASSEE, FLORIDA

in gmc-✓  
7/31/96

NOTED - 11:00 31 JUL 96

50:1 HJ 18 JUL 96

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**ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
CAREY KRAMER COMPANY - NORTH FLORIDA, INC.**

WHEREAS, the Articles of Incorporation of CAREY KRAMER COMPANY - NORTH FLORIDA, INC. (the "Corporation") were filed with and approved by the Secretary of State of Florida on the 5th day of January, 1996;

WHEREAS, it is the intention of all of the directors and all of the stockholders of the Corporation that the Articles of Incorporation be amended in accordance with the proposed amendment hereinafter set forth; and

WHEREAS, the proposed amendment to Articles of Incorporation hereinafter set forth was approved by unanimous consent of all the directors and all the stockholders of the Corporation pursuant to the provisions of Section 607.0821 and Section 607.0704, Florida Statutes, by a Written Statement Manifesting Director and Stockholder Approval of an Amendment to the Articles of Incorporation dated as of the 8th day of April, 1996;

WHEREAS, the approval of the Secretary of State of Florida to the proposed amendment hereinafter set forth is hereby requested.

NOW, THEREFORE, the Articles of Incorporation of the Corporation are hereby amended by deleting in its entirety the present Article I and by substituting therefor the following:

**"ARTICLE I**

**Name**

The name of this corporation shall be:

**CAREY KRAMER COMPANY - NORTH FLORIDA."**

Prepared by: R. James Robbins, Jr., Esquire  
Hill, Ward & Henderson, P. A.  
P. O. Box 2231, Tampa FL 33601-2231  
(813) 221-3900  
Florida Bar Number 436393

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FILED  
96 JUL 31 PM 4:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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IN WITNESS WHEREOF, these Articles of Amendment to the Articles of Incorporation  
is hereby executed on behalf of the Corporation by its President and Secretary this \_\_\_\_ day  
of April, 1996.

CAREY KRAMER COMPANY - NORTH  
FLORIDA, INC.

  
H. McCord Fraser, President

  
John R. Kramer, Secretary

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