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401 EAST JACKSON STREET, SUITE 400  
TAMPA, FLORIDA 33604  
TELEPHONE (813) 222-7500  
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January 10, 1996

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Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Corporation: Suncoast Performance Centers, Inc.  
Our File No. 3631/5591

Dear Sir/Madam:

Enclosed please find the following:

1. One original and a copy of the Articles of Incorporation of the above referenced corporation.
2. A check in the amount of \$122.50 made payable to the Secretary of State to cover the appropriate filing fees.

Please file the Articles of Incorporation and return to the undersigned your Certificate of Incorporation and certified copy of the Articles of Incorporation.

If you have any questions whatsoever, please do not hesitate to contact the undersigned. Thank you in advance for your cooperation.

Sincerely,

Scott F. Barnett

SFB:nam  
Enclosures  
51871

Dmc  
1-19-96

FILED  
96 JAN 17 PM 4:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Scott Barnett gave  
auth by phone to  
Article II  
(A) registered office  
1-22-96

ARTICLES OF INCORPORATION  
OF  
SUNCOAST PERFORMANCE CENTERS, INC.

FILED  
96 JAN 17 PM 4:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is:

SUNCOAST PERFORMANCE CENTERS, INC.

ARTICLE II - DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III - PURPOSE

The Corporation is formed for the purpose of operating and transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 7,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares".

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE V - PRINCIPAL OFFICE

The principal office or mailing address of the Corporation is:

Suite 402  
3816 West Linebaugh  
Tampa, Florida 33624

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

A. The street address of the initial registered office of this Corporation is:

SunTrust Financial Centre  
401 East Jackson Street, Suite 2400  
Tampa, Florida 33602

B. The name of the initial Registered Agent of this Corporation at such address is:

Scott B. Barnett, Esquire  
Anderson & Orcutt, P.A.  
SunTrust Financial Centre  
401 East Jackson Street, Suite 2400  
Tampa, Florida 33602

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This Corporation shall have one (1) Director(s) initially. The number of Directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial Director of this Corporation is:

Charles W. Fest, Jr.  
3816 West Linebaugh, Suite 402  
Tampa, FL 33624

**ARTICLE VIII - INCORPORATOR**

A. The name of the person signing these Articles is:

Scott F. Barnett, Esquire

B. The address of the person signing these Articles of Incorporation is:

Anderson & Orcutt, P.A.  
SunTrust Financial Centre  
401 East Jackson Street, Suite 2400  
Tampa, Florida 33602

**ARTICLE IX - BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders. Every Amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholder's meeting by a majority of the stock entitled to vote thereon, unless all Directors and all the Shareholders stock sign a written statement manifesting their intention that a certain Amendment of these Articles of Incorporation be made.

**ARTICLE X - CALLING OF SPECIAL MEETING**

Special meetings of Shareholders may be called by the President, the Secretary, a majority of the Shareholders, the Board of Directors of this Corporation or a designee of any of the same.

**ARTICLE XI - REMOVAL OF DIRECTORS**

A majority interest of the Shareholders of the stock of this Corporation shall be entitled to remove any Director from office with or without cause during his term.

**ARTICLE XII - INTERESTED DIRECTORS CONTRACTS**

No contract or other transaction between the Corporation and one or more of its Directors or any other Corporation, firm, association, or entity in which one or more of its Directors or officers are financially interested shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or their votes are counted for such purposes, if:

a. The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

b. The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote

or written consent; or

c. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the board, a committee, or the Shareholders.

**ARTICLE XIII - EXTRAORDINARY ACTION**

The affirmative vote of fifty-one percent (51%) of the common stock of the Corporation represented at a meeting at which a quorum is present, shall be required to amend these articles so as to increase or decrease the authorized number of, or change the designations, preferences, qualifications, limitations, restrictions, or special or relative rights of any of the various classes of shares; or to merge or consolidate the Corporation with or into any other Corporation or sell, lease, or convey all or substantially all of the assets of the Corporation, or voluntarily to dissolve, liquidate, or wind up its affairs.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10 day of January, 1996.

  
\_\_\_\_\_  
Scott F. Barnett, Esquire

STATE OF FLORIDA :  
COUNTY OF HILLSBOROUGH :

THE FOREGOING INSTRUMENT was acknowledged before me this 10<sup>th</sup> day of January, 1996 by Scott F. Barnett, Esquire, who ✓ is personally known to me or \_\_\_\_\_ has produced \_\_\_\_\_ as identification and did not take an

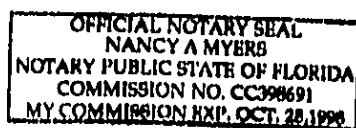
oath. [Notary, check appropriate blank, and, if obtaining identification, fill in appropriate identification number.]

Nancy P. Myers  
Notary Public

NANCY A MYERS  
(Printed Name of Notary)

My Commission Expires:

\_\_\_\_\_  
(Serial Number, if any)



**ACKNOWLEDGMENT OF RESIDENT AGENT**

Having been named to accept service of process for SUNCOAST PERFORMANCE CENTERS, INC., at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Section 48.04, Florida Statutes, relative to keeping open said office.

  
\_\_\_\_\_  
Scott F. Barnett, Esquire

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**FILED**  
96 JAN 17 PM 4:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA