

P96000009235

Sumstate Research  
(Requestor's Name)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(City, State, Zip) (Phone #)

OFFICE USE ONLY

FILED  
JUN 30 11:40  
RECEIVED  
JUN 30 12:01  
DIVISION OF CORPORATION  
ALABAMA

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

1. Theodore Group, 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

file 1st

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-01/31/96--01014--032  
\*\*\*\*122.50 \*\*\*\*122.50

Examiner's Initials

*[Handwritten signature]*

**ARTICLES OF INCORPORATION  
OF  
THEODORE GROUP, INC.**

**FILED**

96 JAN 30 AM 11:43

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this Corporation is THEODORE GROUP, INC., and its mailing address is 201 South Biscayne Boulevard, 1500 Miami Center, Miami, Florida 33131.

**ARTICLE II - DURATION**

This Corporation shall have perpetual existence.

**ARTICLE III - PURPOSE**

This Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

This Corporation is authorized to issue 10,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated as "Common Shares."

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The name of the initial registered agent of this Corporation is ROGER FRIEDBAUER, and his address is 201 South Biscayne Boulevard, 1500 Miami Center, Miami, Florida 33131.

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This Corporation shall have five (5) Directors initially. The number of Directors may be increased or decreased from time to time by the Bylaws, but shall never be less than one (1) Director. The names and addresses of the initial Directors of this Corporation are:

<u>NAME</u>	<u>Address</u>
Barbara Friedbauer	1620 Micanopy Avenue Coconut Grove, FL 33133

Roger Friedbauer

1620 Micanopy Avenue  
Coconut Grove, FL 33133

Elise F. Lambrou

1027 Arbor Lane  
Jacksonville, FL 32207

Fred H. Lambrou, Jr., M.D.

1027 Arbor Lane  
Jacksonville, FL 32207

John F. Friedbauer

181 Lexington Street  
Belmont, MA 02178.

#### **ARTICLE VI - BYLAWS**

The Bylaws of this Corporation may be adopted, altered, amended or repealed by either the Shareholders or Directors of this Corporation.

#### **ARTICLE VII - INDEMNIFICATION**

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

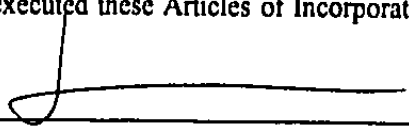
#### **ARTICLE VIII - INCORPORATOR**

The name of the person signing these Articles as incorporator of the Corporation is Roger Friedbauer, and his address is 201 South Biscayne Boulevard, 1500 Miami Center, Miami, Florida 33131.

#### **ARTICLE IX - AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 29 day of January, 1996.

  
\_\_\_\_\_  
Roger Friedbauer, Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-  
STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE  
ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN  
THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF  
ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS  
DUTIES.

DATED this 29 day of January, 1996.

  
\_\_\_\_\_  
Roger Friedbauer, Registered Agent  
for the Corporation

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA