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ROBIN M. PETERSEN  
ATTORNEY & COUNSELOR AT LAW

1601 AIRPORT BLVD., SUITE 1  
MELBOURNE, FLORIDA 32901

ADMITTED TO FLORIDA & VIRGINIA BARS  
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24 January 1996

Division of Corporations  
409 East Gaines  
Tallahassee, FL 32399

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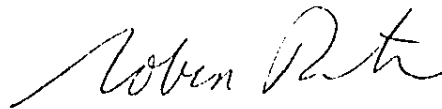
RE: Thomas R. Franz, Inc.

Dear Sirs:

Enclosed please find the original and one copy of the Articles of Incorporation, the original and one copy of the Certificate Designating Place of Business or Domicile for the Service of Process. Upon receipt of same, please file appropriately and send me a copy of the enclosed documents.

If you have any questions, please don't hesitate to contact me.

Sincerely,



Robin M. Petersen

RMP/jmm  
Enc.

RECEIVED  
FEB 1 1996  
CORPORATION  
DIVISION

FEB - 1 1996

ARTICLES OF INCORPORATION

OF

THOMAS R. FRANZ, INC.

FILED  
OFFICE OF THE CLERK  
STATE OF FLORIDA  
COUNTY OF DALLAS

ARTICLE I - NAME

The name of this corporation is THOMAS R. FRANZ, INC.

ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of State.

ARTICLE III - PURPOSE

The general nature of business to be transacted by this corporation is any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - VOTING RIGHTS

This corporation is authorized to issue 100 shares of \$.10 par value common stock.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

#### ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The physical address of the initial principle office of this corporation is **2728 Woodsmill Drive, Melbourne, Florida 32934**, and the name of the initial registered agent of this corporation is **Robin M. Petersen, Esq., 1601 Airport Blvd., Suite 1, Melbourne, Florida 32901**.

#### ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have three directors 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 directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Thomas R. Franz	2728 Woodsmill Drive Melbourne, Florida 32934
Larry St. Pierre	1810 Sandalwood Drive Melbourne, Florida 32935
Spencer Love	2880 Collegeview Melbourne, Florida 32935

#### ARTICLE IX - INCORPORATOR

The names and addresses of the persons signing these Articles of Incorporation are:

##### NAME

##### ADDRESS

Thomas R. Franz

2728 Woodsmill Drive  
Melbourne, Florida 32934

#### ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

#### ARTICLE XI - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

#### ARTICLE XII - COMPENSATION OF DIRECTORS

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

#### ARTICLE XIII - INDEMNIFICATION

The corporation shall, to the fullest extent permitted by Florida Statute 607.014 and 607.271, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which these indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or

otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

#### ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 22<sup>nd</sup> day of January, 1996.

  
Thomas R. Franz

STATE OF FLORIDA

COUNTY OF BREVARD

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Thomas R. Franz, known to me and personally known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by official seal in the State and County aforesaid, this 22<sup>nd</sup> day of January, 1996.



SUSAN E. FALLON

MY COMMISSION # CC345106 EXPIRES  
January 30, 1998  
BONDED THRU TROY FAIR INSURANCE, INC.

My Commission Expires:

FILED  
CLERK OF DISTRICT COURT  
JAN 22 1996  
MELBOURNE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS

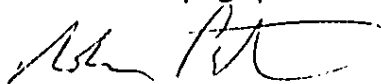
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST: that **THOMAS R. FRANZ, INC.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Melbourne, County of Brevard, State of Florida, has named **ROBIN M. PETERSEN, ESQ.**, located at 1601 AIRPORT BLVD., SUITE 1, MELBOURNE, FLORIDA 32901, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above state corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



**ROBIN M. PETERSEN, ESQ.**

STATE OF FLORIDA  
COUNTY OF BREVARD

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared **ROBIN M. PETERSEN, ESQ.**, known to me and known by me to be the person who executed the foregoing, and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 22<sup>nd</sup> day of January, 1996.

  
Notary Public

SUSAN E. FALLON  
MY COMMISSION # CC345195 EXPIRES  
January 30, 1998  
BONDED THRU TROY FAIR INSURANCE, INC.

My Commission Expires: