

TROMBLEY, LOBOZZO, SCHOMMER, DISLER & ACCORSI
ATTORNEYS AT LAW

320 SOUTH COMMERCE AVENUE SEBRING, FLORIDA 33870
TELEPHONE: (041) 385-6130 FAX: (041) 385-2500

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MICHAEL J. TROMBLEY, P.A.
Trial Practice General

JAMES V. LOBOZZO, Jr., P.A.
Trial Practice General

NICHOLAS G. SCHOMMER, P.A.
Trial Practice General
Criminal Law

MICHAEL M. DISLER
Real Property Law

ANTHONY A. ACCORSI
Marital Law
Trial Practice General

January 1996
February 5,

Office of the Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL. 32314

100001710411
-02/08/96--01059--014
****122.50 ****122.50

Re: BUSINESS DEVELOPMENT CENTER OF HIGHLANDS, INC.

Dear Sir or Madam:

Enclosed, pertaining to the above, are the following:

1. Articles of Incorporation (original and one copy);

and

2. Check in the amount of \$122.50 covering filing fees, etc.

It would be appreciated if you would file the original Articles and return a certified copy to the undersigned at your first opportunity.

Thank you for your prompt attention to this request.

Sincerely,

Nicholas G. Schommer

NICHOLAS G. SCHOMMER

NGS:dg
Enclosures
Articles of Incorporation
Check for filing fees, etc.
CC: Client

3750 U.S. 27 N
Unit ID
Sebring, FL 33870

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96FEB-8 PM 2:53

FILED

Debbie gave
auth to add
the principal officer
2-13-96 DMC
2-12-96

FILED

96 FEB -8 PM 2:53

ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

of
BUSINESS DEVELOPMENT CENTER OF HIGHLANDS, INC.

The undersigned, acting as Incorporator(s) of a corporation under the Florida General Corporation Act, adopt(s) the following Articles of Incorporation for such corporation:

1. **NAME.** The name of this corporation is BUSINESS DEVELOPMENT CENTER OF HIGHLANDS, INC. and the principal office shall be 3750 U.S. 27 North, Unit 1D, Sebring, Florida 33870.

2. **DURATION:** The period of its duration is perpetual.

3. **PURPOSE:** The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

4. **CAPITAL STOCK:** The corporation is authorized to issue 100 shares, all of one class, at \$1,000.00 par value.

5. **INITIAL REGISTERED OFFICE AND AGENT:** The name and address of the initial registered agent and office of this corporation is as follows:

NICHOLAS G. SCHOMMER, P.A.
329 South Commerce Avenue
Sebring, Florida 33870

6. **INITIAL BOARD OF DIRECTORS:** This corporation shall have Two (2) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than Two (2).

The names and addresses of the initial directors of this corporation are:

NAME

ADDRESS

G.A. Eric Prugh	35 Edgewater Drive, West, Lake Placid, Fl 33852
William Byron	5606 US 27 North, Sebring, Fl 33870

7. **INCORPORATORS:** The name(s) and addresse(s) of the Incorporator(s) signing these Articles of Incorporation are:

NAME

ADDRESS

G.A. Eric Prugh	35 Edgewater Drive, West, Lake Placid, Fl 33852
William Byron	5606 US 27 North, Sebring, Fl 33870

8. **AMENDMENT OF ARTICLES:** 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.

9. **CUMULATIVE VOTING:** In any election of directors by the shareholders, each shareholder of record shall have the right to cumulate his shares and to give one candidate as many votes as the number of directors to be elected multiplied by the number of shares equals, or to distribute them on the same principle among as many candidates as he sees fit, provided however, that notice shall be given by any shareholder to the President or a Vice President of the corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to cumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the bylaws of the corporation.

10. **NON-RESIDENT DIRECTORS:** Directors need not be residents of this state or shareholders unless Articles of Incorporation or Bylaws so require.

11. **DIRECTORS' AUTHORITY TO FIX COMPENSATION:** Directors shall have authority to fix the compensation unless otherwise provided in Articles of Incorporation or Bylaws.

12. **PRE-EMPTIVE RIGHTS.** Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the numbers of shares he or she holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares and inviting him or her to exercise his or her pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

13. **DIRECTOR CONFLICT OF INTEREST:**

A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are

present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his/her or their votes are counted for such purpose:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

14. **MEETINGS BY CONFERENCE TELEPHONE:** Members of the Board of Directors may participate in special, regular or annual meetings of the board of directors by means of conference telephone or similar equipment as provided by law.

15. **INDEMNIFICATION:** The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this corporation or pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

16. **INFORMAL ACTION OF DIRECTORS:** If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporator(s) has/have executed these Articles of Incorporation this 2nd day of February, 1996.


Incorporator

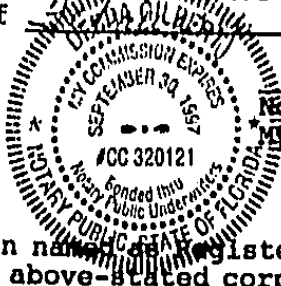

Incorporator

STATE OF FLORIDA
COUNTY OF HIGHLANDS

BEFORE ME, the undersigned authority, personally appeared G. A. ERIC PRUGH and W. L. BURTON, to me known to be the person(s) who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 2nd day of January, 1996.

(Seal)



Debra Gilbert
Notary Public, State of Florida
My Commission Expires:

Having been named as Registered Agent and to accept service of process for the above-stated corporation at the place designated in these Articles of Incorporation, 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 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.

Nicholas O. Delmonico
Registered Agent

DATE: January 2nd, 1996
February

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENTS/REGISTERED OFFICE**

FILED

96 FEB -8 PM 2:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the Laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: BUSINESS DEVELOPMENT CENTER OF HIGHLANDS, INC.

2. The name and the address of the registered agent and registered office is: NICHOLAS G. SCHOMMER, P.A., 329 South Commerce Avenue, Sebring, Florida 33870.

Having been named as registered agent and to except service of process for the above stated corporation at the place designated in this certificate, I hereby except the appointment as registered 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 except the obligations of my position as registered agent.

This 2nd day of February, 1996.


NICHOLAS G. SCHOMMER, P.A.