



**REPUBLIC**

INDUSTRIES, INC.

1760000016518

200 East Lee Oline Boulevard  
Suite 1400  
Fort Lauderdale, Florida 33301  
305-527-0000  
305-523-4515 FAX

February 16, 1996

Secretary of State  
Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, FL 32301

*Via Federal Express*

Re: RI/PCI MERGER CORP.

RECEIVED FEB 19 1996  
-02/20/96--01044--008  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Madam or Sir:

Enclosed herewith are an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation.

Also enclosed is a check in the amount of One Hundred Twenty-Two Dollars and Fifty Cents (\$122.50), which represents the following:

Filing Fee:	\$35.00
One Certified Copy:	\$52.50
Registered Agent Fee:	<u>\$35.00</u>
<b>TOTAL:</b>	<b>\$122.50</b>

Please file the enclosed Articles and return one certified copy of same to this office in the addressed Federal Express envelope provided.

Should you have any questions regarding this matter, please do not hesitate to contact this office.

Sincerely,

*Janine E. Cox*  
Janine E. Cox  
Legal Secretary

FEB 22 1996

FILED  
96 FEB 19 PM 1:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

/jc  
Enc.

ARTICLES OF INCORPORATION  
OF

RI/PCI MERGER CORP.

FILED  
96 FEB 19 PM 1:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

**ARTICLE I: NAME OF CORPORATION**

The name of the corporation is RI/PCI MERGER CORP., hereafter referred to as the "Corporation".

**ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office and the mailing address of the Corporation is at 200 East Las Olas Blvd., Ste. 1400, Fort Lauderdale, Florida 33301.

**ARTICLE III: DURATION OF THE CORPORATION**

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

**ARTICLE IV: PURPOSE OF THE CORPORATION**

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

#### **ARTICLE V: AUTHORIZED SHARES**

The Corporation is authorized to issue One Thousand shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

#### **ARTICLE VI: INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the Corporation's initial registered office is 200 East Las Olas Blvd., Ste. 1400, Fort Lauderdale, Florida 33301, and the registered agent at that office is Teri M. Trimmer.

#### **ARTICLE VII: INITIAL BOARD OF DIRECTORS**

The Corporation shall have one (1) director constituting the initial Board of Directors. The number of directors may be increased or decreased from time to time by the bylaws.

The initial Board of Directors of the Corporation shall be comprised of:

Harris W. Hudson  
200 East Las Olas Blvd., Ste. 1400  
Fort Lauderdale, Florida 33301

#### **ARTICLE VIII: INCORPORATOR**

The incorporator of the Corporation is Teri M. Trimmer, 200 East Las Olas Blvd., Ste. 1400, Fort Lauderdale, Florida 33301.

IN WITNESS WHEREOF, I, Teri M. Trimmer, the undersigned Incorporator, have signed these Articles of Incorporation on this 12th day of February, 1996 and acknowledged the same to be my act.

INCORPORATOR:

Teri M. Trimmer  
Teri M. Trimmer

THE UNDERSIGNED, named as the registered agent in Article VI of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that she is familiar with, and accepts the obligations imposed upon registered agents under the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes.

REGISTERED AGENT:

Teri M. Trimmer  
Teri M. Trimmer

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

RI/PCI MERGER CORP., A FLORIDA CORPORATION, P96000016518

INTO

**A.J. PANZARELLA & CO. INC.**, a Florida corporation, F60037

File date: March 1, 1996

Corporate Specialist: Nancy Hendricks