P96000016787

2/22 ... 11:47 AM

FLORIDA DIVISION OF CORPORATIONS PUBLIC ACCESS SYSTEM

(((H96000002561)))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: ROBERT N. ALLEN, JR., P.A.
601 BRICKELL KEY DR
SUITE 805
MIAMI FL 33131-00009-0000
CONTACT: RICK BAJANDAS
PHONE: (305) 372-3300
FAX: (305) 379-7018

(((H96000002561)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: PV HOLDINGS, INC.

FAX AUDIT NUMBER: H96000002561
DATE REQUESTED: 02/22/1996
CERTIFIED COPIES: 0
NUMBER OF PAGES: 3
ESTIMATED CHARGE: $70.00

CURRENT STATUS: REQUESTED
TIME REQUESTED: 11:47:29
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 073324000622

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.
(((H96000002561)))

** ENTER 'M' FOR MENU. **
ENTER SELECTION AND <CR>:

FILED
96 FEB 23 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NA 2/23

960757

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 22, 1996

ROBERT N. ALLEN, JR., P.A.

MIAMI, FL

SUBJECT: PV HOLDINGS, INC.
REF: W96000004090

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H96000002561
Letter Number: 396A00007879

DIVISION OF CORPORATIONS
96 FEB 23 AM 8:09

FILED
96 FEB 23 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FAX AUDIT NUMBER H96000002561

ARTICLES OF INCORPORATION

OF

Marcuias Holdings, Inc.

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is *Marcsias Holdings, Inc.* (the "Corporation").

ARTICLE II

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

ARTICLE III

The Corporation is authorized to issue *Ten Thousand (10,000)* shares of common stock, with a par value of *$1.00* per share.

ARTICLE IV

The address of the principal office of the Corporation, and its mailing address, is *601 Brickell Key Drive, Suite 805, Miami, Florida 33131*.

ARTICLE V

The street address of the Corporation's initial registered office is *601 Brickell Key Drive, Suite 805, Miami, Florida 33131* the name of the initial registered agent at such office is the law office of *Allen & Galego*.

Preparer:
Ricardo Bajandas
Allen & Galego(see fictitious name filing for registered agent)**
Attorneys at Law
601 Brickell Key Drive, Suite 805
Miami, Florida 33131
Ph. (305) 372-3300
FL BAR NO. 0987750

FAX AUDIT NUMBER H96000002561

FAX AUDIT NUMBER H96000002561

ARTICLE VI

The Corporation shall indemnify, and advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a director or officer of the Corporation, or any person who is or was serving at the request of the Corporation as a director or officer of another corporation, no employee or agent of the Corporation may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE VII

The name and address of the incorporator of the Corporation is *Robert N. Allen, Jr., Allen & Galego, 601 Brickell Key Drive, Suite 805, Miami, Florida 33131.*

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of the 22nd day of *February, 1996.*

Robert N. Allen, Jr.
Incorporator

FAX AUDIT NUMBER H96000002561

FAX AUDIT NUMBER H96000002561

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for *Maresian Holdings, Inc.*, at the place designated in the change of registered agent form: (i) I agree to act in this capacity; (ii) I agree to comply with the provisions of all statues relative to the proper and complete performance of my duties; and (iii) I accept the duties and obligations of acting as registered agent pursuant to Section 607.0505 of the Florida Business Corporation Act.

Dated as of the 22nd day of *February, 1996*.

Allen & Galego

BY: ______________________
Robert N. Allen, Jr.
President

The foregoing instrument was acknowledged before me on this 22 *day of February, 1996* by *Robert N. Allen, Jr.* to me personally known and who have taken the oath.

OFFICIAL NOTARY SEAL
YOLANDA E MADERA
COMMISSION NUMBER
CC418434
MY COMMISSION EXP.
NOV. 2,1998

____
Notary Public, State of Florida
Yolanda E. Madera
(Print Name)
My Commission Expires: Nov 2, 1998

Dated as of the 22 *day of February, 1996*.

FILED
96 FEB 23 AM 9:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000016787

10:13 AM

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

(((H96000015345 7)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: ROBERT N. ALLEN, JR., P.A.
CONTACT: RICK BAJANDAS
PHONE: (305)372-3300

ACCT#: 073324000622

FAX #: (305)379-7018

NAME: MARESIAS HOLDINGS, INC.
AUDIT NUMBER......H96000015345
DOC TYPE..........BASIC AMENDMENT
CERT. OF STATUS..0
CERT. COPIES......0

PAGES....... 1
DEL.METHOD.. FAX
EST.CHARGE.. $35.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

FILED
96 OCT 31 PM 2:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SH 10/31
NC

FILED
96 OCT 31 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 OCT 31 AM 11:29
DIVISION OF CORPORATIONS

FAX AUDIT NUMBER H96000015345 7

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF MARESIAS HOLDINGS, INC.

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, Maresias Holdings, Inc., a Florida Corporation (the "Corporation"), adopts the following Articles of Amendment to its Articles of Incorporation:

Amendment

The Corporation's Articles of Incorporation are amended by deleting the existing Article I and inserting the following in its stead:

ARTICLE I

The name of the corporation is *Villanova Holdings, Inc. (the "Corporation").*

Date of Adoption

The amendment was adopted on the **31st** day of **October, 1996.**

Manner of Adoption

The amendment was adopted pursuant to prior recommendation by the Corporation's Board of Directors and duly approved by its shareholders in accordance with Section 607.1003 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned Director has executed these Articles of Amendment on this **31st** day of **October, 1996.**

FILED
96 OCT 31 PM 2:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DIRECTOR'S SIGNATURES:

Robert N. Allen, Jr., President
& Chairman of the Board of Directors

Preparer:
Ricardo Bajandas
Allen & Galego **(fictitious name filed for registered agent)**
601 Brickell Key Drive, Suite 805
Miami, Florida 33131
Ph. (305) 372-3300
FL BAR NO. 0987750

FAX AUDIT NUMBER H96000015345 7