

Mar. 13, 1996 11:38AM HARLEE PORGES HAMLIN & HAMRICK

No. 8606 P. 1/5

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TO: DIVISION OF CORPORATIONS

FROM: HARLEE, PORGES, HAMLIN & HAMRICK

DEPARTMENT OF STATE

1205 MANATEE AVE W

STATE OF FLORIDA

409 EAST GAINES STREET

BRADENTON FL 34205-000000

TALLAHASSEE, FL 32399

CONTACT: LINDA JONES

FAX: (904) 922-4000

PHONE: (941) 748-3770

FAX: (941) 746-4160

((H96000003550)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.

NAME: SYGNUS GROUP, INC.

FAX AUDIT NUMBER: H96000003550

CURRENT STATUS: REQUESTED

DATE REQUESTED: 03/13/1996

TIME REQUESTED: 11:26:52

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TALLAHASSEE, FLORIDA

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HARLEE PORGES HAMLIN & HAMRICK

No. 8606 P. 2/5
H96000003550

ARTICLES OF INCORPORATION

OF

SYGNUS GROUP, INC.

ARTICLE I. NAME

The name of this corporation shall be SYGNUS GROUP, INC.

ARTICLE II. PRINCIPAL OFFICE

The mailing address and principal place of business of the corporation is 6101 Gulf of Mexico Drive, Longboat Key, FL 34228.

ARTICLE III. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of filing of these Articles of Incorporation. This corporation's duration shall be perpetual.

ARTICLE IV. PURPOSE

The general purposes for which the corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

Prepared by:
Joseph L. Najmy, Esquire
Harlee, Porges, Hamlin & Hamrick, P.A.
P.O. Box 9320
Bradenton, Florida 34206
Florida Bar No. 0847283

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TALLAHASSEE, FLORIDA

B. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE V. CAPITAL STOCK

This corporation shall have the authority to issue 1,000 shares of One Dollar (\$1.00) par value common capital stock.

ARTICLE VI. PREEMPTIVE RIGHTS

Each shareholder of the 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 number of shares 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 preempted 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 her to exercise her preemptive 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.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be two (2). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one (1).

The name and address of each of the individuals who shall serve as the initial Directors of the corporation are:

Harry C. Swan
6101 Gulf of Mexico Dr.
Longboat Key, FL 34228

Donna J. Swan
6101 Gulf of Mexico Dr.
Longboat Key, FL 34228

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's initial registered office shall be: 1205 Manatee Avenue West, Bradenton, FL 34205.

The name of the individual who shall serve as this corporation's initial Registered Agent at that address is: Joseph L. Najmy.

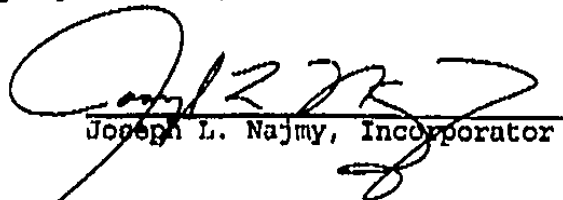
ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is: Joseph L. Najmy, 1205 Manatee Avenue West, Bradenton, Florida 34205.

ARTICLE XI. AMENDMENT OF ARTICLES

The power to adopt, alter, amend or repeal the Articles of Incorporation of this corporation shall be vested in the shareholders by a seventy-six percent (76%) vote.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 13th day of March, 1996.


Joseph L. Najmy, Incorporator

STATE OF FLORIDA
COUNTY OF MANATEE

On March 13th, 1996, Joseph L. Najmy, designated above as the individual who shall serve as this corporation's incorporator, who is personally known to me, personally appeared before me and signed these Articles of Incorporation.



DOREEN B. ALCORN
My Commission 00488088
Expires Jan. 28, 1998
Bonded by H&H
800-422-1888

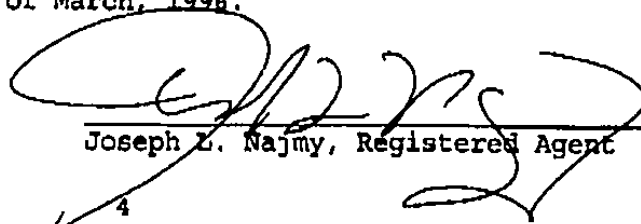

Notary Public, State of Florida

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of SYGNUS GROUP, INC., which is contained in the foregoing Articles of Incorporation. Pursuant to Section 607.0501(3), Florida Statutes (1993), I hereby state that I am familiar with and accept the duties, obligations and responsibilities as Registered Agent for said corporation.

DATED this 13th day of March, 1996.


Joseph L. Najmy, Registered Agent

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FARBER, PORGES, HAMLIN & HAMRICK, P.A.
ATTORNEYS AT LAW

KIMBERLY ALARIO BALD
BARNETT B. BELL
CURTIS D. HAMLIN*
MICHAEL M. HAMRICK†
JOHN P. HARLEE, III
TIMOTHY A. KNOWLES
JOSEPH L. NALIMY
MARK A. NELSON
GREGORY J. PORGES**
STEVEN W. PROUTY
ELAINE C. SHERWIN
STEPHEN W. THOMPSON

1205 MANATEE AVE. W.
BRADENTON, FLORIDA 34205

MAILING ADDRESS: P.O. BOX 9320
BRADENTON, FLORIDA 34208
TELEPHONE (841) 748-3770
TELECOPIER (841) 748-4100

March 27, 1996

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*BOARD CERTIFIED REAL ESTATE LAWYER
†BOARD CERTIFIED WILLS, TRUSTS & ESTATES LAWYER
**ALSO ADMITTED IN NEW YORK

VIA FEDERAL EXPRESS

Sharon Tala
Document Specialist Supervisor
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

P96-22826

FILED
96 MAR 28 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Sygnus Group of Southwest Florida, Inc.
and Swan Family Ltd.
OFN: 3280-07

Dear Sharon:

Pursuant to our telephone conversation, enclosed for filing please find the following documents:

1. With respect to the **Sygnus Group of Southwest Florida, Inc.**, corporation, I am enclosing an original and one copy of a fully executed Amendment to Articles of Incorporation. Please process this at your earliest opportunity and return a certified copy of the Amendment of Articles to this office. I am enclosing a check in the amount of \$52.50 for the certified copy fee.

2. With respect to the **Swan Family Ltd. Partnership**, I am enclosing an original and a copy of the following documents in connection with that Limited Partnership:

a. Certificate of Limited Partnership of the Swan Family Ltd., a Florida Limited Partnership dated March 27, 1996;

b. An Affidavit of Capital Contributions dated March 27, 1996; and

c. A Letter of Release executed by Donna Warne, authorizing the use of the name Swan Family Ltd. by Sygnus Group of Southwest Florida, Inc., in connection

Sharon Tala
March 27, 1996
Page 2

with its Certificate of Limited Partnership filing as described in Item 2.a. above.

As I indicated to you in my telephone conversation, the above-referenced Limited Partnership documents are intended to replace the Limited Partnership documents which were previously sent to the Division of Corporations pursuant to our cover letter dated March 15, 1996 (a copy of which is attached hereto). Please process the above listed Limited Partnership documents as soon as the processing of the Amendment of the Articles of Incorporation for the Sygnus Group of Southwest Florida has been finalized.

Pursuant to the attached Florida Department of State letter dated March 21, 1996, the Division of Corporations is holding fees in the amount of \$1,802.50 for the filing of the Swan Family Ltd. Partnership documents. Please apply those fees for the filing of the enclosed Limited Partnership documents (\$52.50 of which is for a certified copy of the Certificate of Limited Partnership and \$1,750.00 is for the fee on the anticipated capital contributions of the Partnership). Also, I am enclosing a check in the amount of \$35.00 for the registered agent fee.

Once all of the enclosed documents have been processed, I would appreciate your forwarding me (i) a certified copy of the Amendment of Articles of Incorporation for the Sygnus Group of Southwest Florida, Inc., (ii) a certified copy of the Certificate of Limited Partnership for the Swan Family Ltd., (iii) a conformed copy of the Affidavit of Capital Contributions and (iv) the documents which you are holding which were sent to you pursuant to our March 15, 1996, correspondence, in the enclosed self-addressed, stamped envelope.

Thank you for your assistance in this matter. If you have any questions, please do not hesitate to contact me.

Very truly yours,

HARLEE, FORGES, HAMLIN
& HAMRICK, P.A.



Joseph L. Najmy

JLN/jbs
Enclosures

cc: Harry C. Swan

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
SYGNUS GROUP INC.

I, the undersigned, being the President of SYGNUS GROUP INC., a Florida corporation, hereby certify that the following Amendment to the Articles of Incorporation was duly adopted by a majority of all of the shareholders at a meeting duly held by them on the 27th day of March, 1996, and the number of votes were sufficient for approval.

AMENDMENT

Article I is amended in its entirety to read as follows:

The name of this corporation is: SYGNUS GROUP OF
SOUTHWEST FLORIDA, INC.

In all other respects, the Articles of Incorporation shall remain as they were prior to this Amendment being adopted.

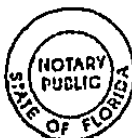
IN WITNESS WHEREOF, I hereby set my hand and seal this 27th day of March, 1996.

By: *Harry C. Swan*
HARRY C. SWAN, President

STATE OF FLORIDA
COUNTY OF MANATEE

Before me, personally appeared HARRY C. SWAN, to me well known and known to me to be the person described in and who executed the foregoing Articles of Amendment as President of the above-referenced corporation, and acknowledged before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 27th day of March, 1996, in Manatee County, Florida.



SHERRI P. BLADEN
My Comm Exp. 3/20/98
Bonded By Service Ins
No. CC345581
☒ Personally Known ☐ Other I.D.

Sherri P. Bladen
Notary Public