

03/14/96 10:10 FAX 813 220 1447

RUDNICKAWOLFE

0001

3/14/96

FLORIDA DIVISION OF CORPORATIONS

34

((H9600003661))

ACCOUNT NUMBER

TO: DIRECTOR OF CORPORATIONS

FROM: RUDNICKAWOLFE

DEPARTMENT OF REVENUE

101 E. PENNSY

STATE OF FLORIDA

WIT: 000

09 EAST GATE STREET

TAMPA FL 33602-00003401-6194000

PALLADIUM SEE/ 32009

CONTACT: JUDITH E COVY

FAX: (904) 942-4000

PHONE: (813) 229-2111

FAX: (813) 229-1447

((H9600003661))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: EXCELSIS, INC.

FAX AUDIT NUMBER: H9600003661

CURRENT STATUS: REQUESTED

DATE REQUESTED: 03/14/1996

TIME REQUESTED: 14:34:32

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 1

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ACCOUNT NUMBER: 076424002364

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.

((H9600003661))

** ENTER 'M' FOR MENU. **

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FILED
96 MAR 15 PM 12:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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3/14

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**ARTICLES OF INCORPORATION
OF
EXCELIS, INC.**

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the Florida Business Corporation Act (the "Act"), as follows:

**I.
Name**

The name of the Corporation is **Excels, Inc.**

**II.
Term of Existence**

The date when corporate existence will commence is March 14, 1996 in accordance with the provisions of Section 607.0203(1) of the Act. The Corporation will have perpetual existence thereafter.

**III.
Principal Office**

The principal office and mailing address of the Corporation is 150 Second Avenue North, Suite 1600, St. Petersburg, Florida 33701.

**IV.
Capital Stock**

The Corporation is authorized to issue 100 shares of \$10.00 par value common stock, which will be designated Common Stock.

**V.
Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is 150 Second Avenue North, Suite 1600, St. Petersburg, Florida 33701 and the name of its initial registered agent at such address is Craig J. Zinda.

Prepared by: Christine A. Bay
Florida Bar No. 0322733
Rudnick & Wolfe
101 East Kennedy Blvd., Suite 2000
Tampa, Florida 33602
(813) 229-2111

JEC1788 03/14/96

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**VI.
Directors**

The Corporation will have 3 directors initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation will always have at least 1 director. The names and addresses of the initial directors of the Corporation, who will serve until their successor(s) are duly elected and qualified, are:

Name	Address
Parker S. Kennedy	150 Second Avenue North Suite 1600 St. Petersburg, Florida 33701
John W. Long	150 Second Avenue North Suite 1600 St. Petersburg, Florida 33701
Craig J. Zinda	150 Second Avenue North Suite 1600 St. Petersburg, Florida 33701

**VII.
Incorporator**

The name and address of the incorporator signing these Articles of Incorporation are:

Name	Address
Craig J. Zinda	150 Second Avenue North Suite 1600 St. Petersburg, Florida 33701

**VIII.
Affiliated Transactions**

Pursuant to the provisions of 607.0901(5)(a) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions as set forth in Section 607.0901 of the Act and, therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

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IX.
Control Share Acquisitions

Pursuant to the provisions of Section 607.0902(5) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions described in Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

X.
Bylaws

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

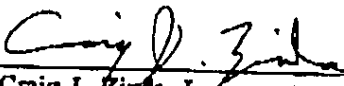
XI.
Indemnification

The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

XII.
Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on March 14, 1996.



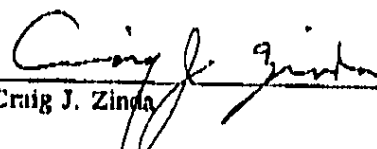
Craig J. Zinda, Incorporator

H96000003661

ACCEPTANCE BY REGISTERED AGENT

Having been named 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 am familiar with and accept my obligations as registered agent and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: March 14, 1996.


Craig J. Zinda

FILED
96 MAR 15 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000023455

Document Number Only

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301

222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

000001803400

-05/01/96--01077--007

*****35.00 *****35.00

Excelsior, Inc.

☐ Profit
☐ NonProfit
☐ Limited Liability Co.

☒ Amendment

☐ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Resurrection

☐ Change of R.A.

☐ Certified Copy

☐ Photo Copies

☐ Fic. Name

☐ CUS

☐ Call When Ready

☐ Call if Problem

☐ After 4:30

☒ Walk In

☒ Pick Up

☐ Mail Out

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

PLEASE RETURN EXACT COPIES
FILE STAMPED

5-1-56

5/1

Amended
& Resubmitted

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
EXCELIS, INC.

96 MAY -1 PM 2:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Excelis, Inc., a corporation organized and existing under the Business Organizations Law of the State of Florida, (hereinafter the "Corporation") does hereby certify as follows:

- (i) The name of the Corporation is Excelis, Inc., which is the name under which the Corporation was originally incorporated, and the original Certificate of Incorporation was filed with the Department of State of the State of Florida on March 15, 1996 and effective March 14, 1996.
- (ii) These Amended and Restated Articles of Incorporation were duly adopted by at least a majority of the directors of the Corporation on April 1, 1996 and approved by the sole shareholder of the Corporation on April 1, 1996.
- (iii) The Certificate of Incorporation is hereby amended and restated in its entirety as follows:

I.
Name

The name of the Corporation is Excelis, Inc.

II.
Term of Existence

The date when corporate existence will commence is March 14, 1996 in accordance with the provisions of Section 607.0203(1) of the Act. The Corporation will have perpetual existence thereafter.

III.
Principal Office

The principal office and mailing address of the Corporation is 150 Second Avenue North, Suite 1600, St. Petersburg, Florida 33701.

IV.
Capital Stock

The Corporation is authorized to issue 100 shares of \$10.00 par value common stock, which will be designated Common Stock.

V.
Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 150 Second Avenue North, Suite 1600, St. Petersburg, Florida 33701 and the name of its initial registered agent at such address is Craig J. Zinda.

VI.
Directors

The Corporation will have 3 directors initially. The number of directors may be increased or decreased from time to time in accordance with the bylaws of the Corporation, provided that the Corporation will always have at least 1 director. The names and addresses of the initial directors of the Corporation, who will serve until their successors are duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Parker S. Kennedy	150 Second Avenue North Suite 1600 St. Petersburg, Florida 33701
John W. Long	150 Second Avenue North Suite 1600 St. Petersburg, Florida 33701
Craig J. Zinda	150 Second Avenue North Suite 1600 St. Petersburg, Florida 33701

VII.
Incorporator

The name and address of the incorporator signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Craig J. Zinda	150 Second Avenue North Suite 1600 St. Petersburg, Florida 33701

VIII.

Affiliated Transactions

Pursuant to the provisions of 607.0901(5)(a) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding affiliated transactions as set forth in Section 607.0901 of the Act and, therefore, the terms of such section of the Act will not apply with respect to the approval, adoption, authorization, ratification or effectuation of any affiliated transactions involving the Corporation.

IX.

Control Share Acquisitions

Pursuant to the provisions of Section 607.0902(5) of the Act, the Corporation elects not to be governed by the requirements or other provisions regarding control-share acquisitions described in Section 607.0902 of the Act. Therefore, the terms and provisions of Section 607.0902 will not apply with respect to any control-share acquisition of any equity securities of the Corporation and the equity securities of the Corporation will have any and all other rights and privileges available under the Act.

X.

By-laws

Except as otherwise provided by law, the power to adopt, alter, amend or repeal bylaws will be vested in the Corporations Board of Directors, provided that any amendment to (i) Section 3.1, 3.8 or 3.11 of the by-laws or (ii) to any other section of the by-laws if any such change is likely to result in a material reduction of the Contingent Purchase Price Payments (as defined in the by-laws), amendment of the bylaws would require the unanimous approval of all of the Corporation's directors.

XI.

Indemnification

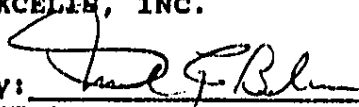
The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

XII.
Amendment


These Articles of Incorporation may be amended in any manner provided by law, provided that if any amendment is likely to result in a material reduction of the Contingent Purchase Price Payments amendment of these Articles of Incorporation would require the unanimous approval of all of the Corporation's directors, except as provided by law.

IN WITNESS WHEREOF, Excelis, Inc. has caused this
Certificate to be duly executed by its duly authorized
officers this 1st day of April, 1996.

EXCELIS, INC.

By: 
Name: MARK P. BRUBAKER
Title: PRESIDENT

ATTEST:

By: 
Name: Craig J. Zinda
Title: Secretary



P96000023455

COST LIMIT : \$ 35.00

SECRET

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FILED

CUSTOMER: Ms. Amy Alva
First American Real Estate
Suite 1600
150 2nd Avenue North
St. Petersburg, FL 33716

RM³
Change
0000022321643--8

CHANGE OF AGENT

NAME: EXCELIS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Daniel W Leggett

SECRET

19 JUL 1963

100

7/16/97
1 W Leggett
[Handwritten signatures and initials]

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508,
Florida Statutes, the undersigned corporation organized under the laws of the State of
FLORIDA submits the following statement in order to change its registered office
or registered agent, or both, in the State Florida.

1a. The name of the corporation is: _____
EXCELIS, INC.

1b. Date of Incorporation: 3/14/96 Document number P96000023455

2. The name and address of the current registered agent and office:
CRAIG J. ZINDA

150 SECOND AVENUE NORTH ST. PETERSBURG FLORIDA 33701

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

CORPORATION SERVICE COMPANY

1201 Hays Street, Tallahassee, Florida 32301

The street address of its registered agent and the street address of the business office
of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by
an officer so authorized by the board.

Craig J. Zinda
SIGNATURE
July 14, 1997
DATE

CRAIG J. ZINDA
SECRETARY

Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED
IN THIS CERTIFICATE, 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 RELATIVE TO THE PROPER AND COM-
plete PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT
THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

CORPORATION SERVICE COMPANY
SIGNATURE By: Maurice H. Cullen
ASST VICE PRESIDENT
DATE 7-15-97

FILED
97 JUN 16 PM 3:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA