

P460000 25051

Requestor's Name

ANA DIAZ
3901 NW 58TH PLACE
VIRGINIA GARDENS, FLORIDA 33166

Office Use Only

FILED
MAR 18 AM 9:11
TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

W96-5690
670

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FORM 1000 MAR 21 1996

Examiner's Initials	
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 19, 1996

ANA DIAZ
3901 NW 58 PLACE
VIRGINIA GARDENS, FL 33166

SUBJECT: ECPA, INC.
Ref. Number: W96000003690

FILED
MAR 18 AM 9:11
TALLAHASSEE, FLORIDA

We have received your document for ECPA, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

* A post office box is not an acceptable address for the registered agent.

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) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 496A00007090

There is no post office box listed.

ARTICLES OF CORPORATION

OF

ECPA, INC.

ARTICLE I

NAME

The name of the corporation (hereinafter called the "Corporation") is:

ECPA, INC

ARTICLE II

DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III

PURPOSE

The purposes of the Corporation, until such time as these Articles of Incorporation are amended pursuant to the provisions of the Florida General Corporation Act, shall be to engage in any activities and business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

AUTHORIZED SHARES

(a) The Corporation is authorized to issue ten thousand (10,000) shares of capital stock, \$.01 par value, all of which are designated Common Stock. All shares of Common Stock shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters upon which shareholders have the right to vote.

FILED
26 MAR 18 PM 9:11
CLERK OF STATE
TALLAHASSEE, FLORIDA

Dated as of _____, 1995.

By: *Frances C. Venezia*
Frances C. Venezia
Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

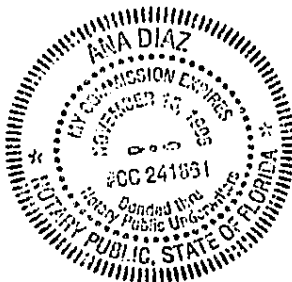
Before me, the undersigned authority, personally appeared Frances C. Venezia, sole incorporator of ECPA, Inc., who is to me known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me that he made and subscribed the same for the use and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, this
20 day of Dec, 1995

ANA DIAZ
Notary Public
State of Florida

My commission expires:


Nov 16, 1996



ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida General Corporation Act, the undersigned does hereby accept his appointment as registered agent on whom process may be served with the State of Florida at the place designated in Article V of these Articles of Incorporation for the domestic corporation named in the foregoing Articles of Incorporation and does hereby accept the obligations of F.S. 607.325.

Dated this 20 day of Dec, 1995



BYLAWS

OF

ECPA, INC.

ARTICLE I

SHAREHOLDERS

Section 1.1. Annual Meeting. A meeting of shareholders shall be held each year for the election of directors and for the transaction of any other business that may come before the meeting. The time and place of the meeting shall be designated by the Board of Directors.

Section 1.2. Special Meeting. Special meetings of the shareholders, for any purpose or purposes, may be called by the chairman of the board, the president or a majority of the board of directors, and shall be called by the president or the secretary at the request of a majority of the directors then in office or at the request of the holders of not less than one-tenth of all outstanding shares of the corporation entitled to vote at the meeting.

Section 1.3. Place of Meeting. The Board of Directors may designate any place, either within or without the State of Florida, as the place of meeting for any annual meeting or for any special meeting of the shareholders called by the board of directors. If no designation is made, or if a special meeting is otherwise called, the place of meeting shall be the principal office of the corporation in the State of Florida.

Section 1.4. Notice of Meeting. Written or printed notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally or by first-class mail, by, or at the direction of, the president or the secretary, or the officer or other persons calling the meeting, to each shareholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the shareholder at his address as it appears on the stock transfer books of the corporation, with postage thereon prepared.

Section 1.5. Waiver of Notice of Meeting. Whenever any notice is required to be given to any shareholder, a waiver thereof in writing signed by the person or persons entitled to such notice, whether signed before, during or after the time of the meeting stated therein, shall be equivalent to the giving of such notice. Attendance of a person at a meeting shall constitute a waiver of notice except when the person attends a meeting for the express purpose of objecting at the beginning of the meeting of the transaction of any business because the meeting is not lawfully called or convened.

Section 1.6. Closing of Transfer Books or Fixing of Record Date. For the purpose of determining shareholders entitled to notice of, or to vote at, any meeting of shareholders or any adjournment thereof, or shareholders entitled to receive payment of any dividend, or in order to make a determination of shareholders for any purpose, the board of directors of the corporation may provide that the stock transfer books shall be closed for a stated period but not to exceed, in any case, sixty (60) days. If the stock transfer books shall be closed for the purpose of determining shareholders entitled to notice of, or to vote at, a meeting of shareholders, such books shall be closed for at least ten (10) days immediately preceding such meeting.

In lieu of closing the stock transfer books, the board or directors may fix in advance a date as the record date for any such determination of shareholders, such date in any case to be not more than sixty (60) days and, in case of a meeting of shareholders, not less than ten (10) days prior to the date on which the particular action, requiring such determination of shareholders, is to be taken.

If the stock transfer books are not closed and no record date is fixed for the determination of shareholders entitled to notice of, or to vote at, a meeting of shareholders, or shareholders entitled to receive payment of a dividend, the date on which the resolution of the board of directors declaring that such dividend is adopted, as the case may be, shall be the record date for such determination of shareholders. When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided herein, such determination shall apply to any adjournment thereof, unless the board of directors fixes a new record date for the adjourned meeting.

Section 1.7. Voting Record. If the corporation shall have six or more shareholders, the officer or agent having charge of the stock transfer books for shares of capital stock of the corporation shall make, at least ten (10) days before each meeting

of shareholders, a complete list of shareholders entitled to vote at such meeting, or any adjournment thereof, arranged in alphabetical order, with the address of, the number and class and series, if any, of shares held by, each shareholder. If the corporation shall have six or more shareholders, such list, for a period of ten (10) days prior to such meeting, shall be kept of file at the principal office of the corporation and shall be subject to inspection by any shareholder at any time during usual business hours and such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder during the time of meeting.

Section 1.8. Quorum. Except as may be otherwise provided in Articles of Incorporation, a majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at any annual or special meeting of shareholders. If less than a majority of outstanding shares entitled to vote are represented may adjourn the meeting from time to time without further notice. After a quorum has been established at any shareholders' meeting, the subsequent withdrawal of shareholders, so as to reduce the number of shares entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof.

Section 1.9. Voting Per Share. Except as may be otherwise provided in Articles of Incorporation, each outstanding share of capital stock of the corporation shall be entitled to one vote of each matter submitted to a vote of the shareholders of the corporation.

Section 1.10. Voting of Shares. A shareholder may vote at any meeting of shareholders of the corporation either in person or by proxy.

Shares standing the name of another corporation domestic or foreign, may be voted by the officer, agent or proxy designated by the bylaws of such corporate shareholder or, in the absence of any application bylaw, by such person or persons as the board of directors of the corporate shareholder may designate. Proof of such designation may be made by presentation of a certified copy of the bylaws or other instrument of the corporate shareholder. In the absence of any such designation or, in case of conflicting designation by the corporate shareholder, the chairman of the board, the president, any vice president, the secretary and the treasurer of the corporate shareholder shall be presumed to possess, in that order, authority to vote such shares.

Shares held by an administrator, executor, personal representative, guardian or conservator may be voted by him, either in person or by proxy, without a transfer of such shares into his name. Shares standing in the name of a trustee may be voted by him, either in person or by proxy, but no trustee shall be entitled to vote shares held by him without a transfer of such shares into his name.

Shares standing in the name of a receiver may be voted by such receiver, and shares held by or under the control of a receiver may be voted by such receiver without the transfer thereof into his name, if authority so to do is contained in an appropriate order of the court by which such receiver was appointed.

A shareholder whose shares are pledged shall be entitled to vote such shares until the shares have been transferred into the name of the pledgee, and thereafter the pledgee or his nominee shall be entitled to vote the shares so transferred.

Treasury shares, shares of its own stock owned by another corporation the majority of the voting stock of which is owned or controlled by it, and shares of its own stock held by it in a fiduciary capacity, shall not be voted by the corporation, directly or indirectly, at any meeting of the shareholders.

Section 1.11. Proxies. Every shareholder entitled to vote at a meeting of shareholders, or to express consent or dissent without a meeting, or has duly authorized attorney-in-fact, may authorize another person or persons to act for him by proxy. Every proxy shall be in writing and shall be signed by the shareholder or his attorney-in-fact. No proxy shall be valid after the expiration of eleven (11) months from the date thereof, unless otherwise provided in the proxy. A proxy shall be filed with the secretary of the corporation before or at the time of the meeting.

Section 1.12. Manner of Action. If a quorum is present, the affirmative vote of a majority of the shares represented in person or by proxy at the meeting and entitled to vote on the subject matter shall be the act of the shareholders, unless the vote of a greater number or voting by classes is required by law of the Articles of Incorporation.

Section 1.13. Action Without a Meeting. Unless otherwise provided in the Articles of Incorporation, any action required to be taken at any annual or special meeting of the shareholders, or any action which may be taken at any annual or special meeting of the shareholders, may be taken without a meeting, without prior notice, and without a vote, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize such action at a meeting at which all shares entitled to vote thereon were present and voted. Within ten (10) days after obtaining such authorization by written consent, notice of the action so taken shall be given in accordance with applicable law to those shareholders who have not so consented.

ARTICLES II BOARD OF DIRECTORS

Section 2.1. General Powers. The business and affairs of the corporation shall be managed by its board of directors.

Section 2.2. Number and Terms. The board of directors of the corporation shall consist of at least one person. The number of directors may at any time and from time to time be determined and fixed by action of either the shareholders or the board of directors. Each director shall hold office until the next annual of shareholders and until his successor shall have been elected and qualified or until his earlier resignation,

removal from office or death. A director need not be a citizen of the United States of America, nor a resident of the State of Florida, nor a shareholder of the corporation.

Section 2.3. Regular Meetings. A regular meeting of the board of directors shall be held without notice other than this bylaw, immediately after, and at the same place as, the annual meeting of shareholders. The board of directors may at any time and from time to time provide by resolution, the time and place, either within or without the State of Florida, for the holding of additional regular meetings without other notice than such resolution.

Section 2.4. Special Meetings. Special meetings of the board of directors may be called by the chairman of the board, the president or any two (2) directors.

Section 2.5. Place of Meeting. The person or persons authorized to call special meetings of the board of directors may designate any place, either within or without the State of Florida, as the place for holding any special meeting of the board of directors call by them. If no designation is made, the place of meeting shall be the principal office of the corporation in the State of Florida.

Section 2.6. Notice of Special Meeting. Notice of any special meeting of the board of directors may be given by any reasonable means, whether oral or written, and at any reasonable time prior to such meeting. The reasonableness of any notice given in connection with any special meeting of the board of directors shall be determined in light of all of the pertinent circumstances. It shall be presumed that notice of any special meeting either orally (whether telephonically or face-to-face), or by written notice delivered personally or mailed to each director at his business or residence address, is reasonable. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Neither the business to be transacted at, nor the purpose or purposes of, any regular or special meeting of the board of directors need be specified in the notice or in any written waiver of notice of such meeting.

Section 2.7. Waiver of Notice of Meeting. Notice of a meeting of the board of directors need not be given to any director who signs a written waiver of notice before, during or after the meeting. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting and the manner in which it has been called or conveyed, except when a director states, at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or conveyed.

Section 2.8. Quorum. A majority of the number of directors then in office shall constitute a quorum for the transaction of business at any meeting of the board of directors, but if less than such majority is present at a meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 2.9. Presumption of Assent. A director of the corporation who is present at a meeting of the board of directors at which action on any corporation matter is taken shall be presumed to have assented to the action taken, unless he votes against such action or abstains from voting in respect thereto.

Section 2.10. Manner of Action. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors.

Section 2.11. Action Without a Meeting. Unless otherwise provided by the Articles of Incorporation, any action required to be taken at a meeting of the board of directors, or any action which may be taken at a meeting of the board of directors, may be taken without a meeting, without prior notice, and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by all of the directors.

Section 2.12. Meetings of the Board of Directors by Means of a Conference Telephone or Similar Communications Equipment. Members of the board of directors may participate in a meeting of the board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 2.13 Resignation. Any director may resign at any time by giving written (or oral) notice to the chairman of the board, the president or the secretary of the corporation. The resignation of any director shall take effect immediately upon the receipt of such notice, or on any later date specified in a written notice, but the acceptance of any such resignation by the board of directors shall not be required to make it effective.

Section 2. 14. Removal. Any director, or the entire board of directors, may be removed at any time, with or without cause, by action of the holders of a majority of the shares entitled to vote for the election of directors.

Section 2.15. Vacancies. Any vacancy occurring in the board of directors, including any vacancy created by reason of an increase in the number of directors, may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the board of directors. A director elected to fill a vacancy shall hold office only until the next election of directors by the shareholders.

Section 2.16. Compensation. Each director may be paid his expenses, if any, of attendance at each meeting of the board of directors, and may be paid a stated salary as a director or a fixed sum for attendance at each meeting of the board of directors or both, as may from time to time be determined by action of the board of directors. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLES III **COMMITTEES OF THE BOARD OF DIRECTORS**

Section 3.1 Creation of Committees. The board of directors, by action of the majority of the full board, may designate from among its members an executive committee and one or more other committees. Any such committee shall consist of not less than two (2) directors and any director may serve on more than one committee.

Section 3.2. Authority of Committees. Each committee designated by the board of directors shall have such functions and may exercise such power and authority, as shall be set forth in the action creating such committee and to the extent permitted by law.

Section 3.3 Term. Each person appointed to a committee shall hold office until the next regular meeting of his successor is designated as a member of the committee and qualified, or until his earlier resignation, removal from office or death. Any person ceasing to be a director shall ipso facto cease to be a member of any such committee.

Section 3.4. Meeting. Meetings of any committee may be held without notice at such times and places as the resolution. Special meetings of a committee may be called by any member thereof by the giving of notice by any reasonable means, whether oral or written, at any reasonable time prior to such meeting. The reasonableness of any notice given in connection with any special meeting of a committee of the board of directors shall be determined in light of all the pertinent circumstances. It shall be presumed that notice of any special meeting given at least two days prior to such special meeting either orally (whether telephonically or face-to-face), or by written notice delivered personally or mailed to each member of the committee at his business or residence address, is reasonable. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any member of a committee may waive notice of any meeting in writing before, during or after the meeting. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened. The notice of a meeting of a committee need not state the purposes of such meeting.

Section 3.5. Quorum and Manner of Action. A majority of the members of a committee shall constitute a quorum for the transaction of business at any meeting thereof, and action of a committee shall be authorized by the affirmative vote of a majority of the members present at a meeting at which a quorum is present.

Section 3.6. Action Without a Meeting. Unless otherwise provided by the Articles of Incorporation, any action required to be taken by a committee at a meeting thereof, or any action which may be taken at a meeting of the committee, may be taken without a meeting, without prior notice, and without a vote, if a consent in writing, setting forth the actions taken, shall be signed by all of the members of the committee.

Section 3.7. Vacancies. Any vacancy occurring in a committee may be filled by action of a majority of the full board of directors.

Section 3.8. Resignation and Removal. Any member of a committee may resign from the committee at any time by given written or oral notice to the chairman of the board, the president or the secretary of the corporation. The resignation of any member of a committee shall take effect immediately upon the receipt of such notice, or on any later date specified in a written notice, but the acceptance of any such resignation by the board of directors or such committee shall not be required to make it effective. Any member of a committee may be removed at any time, with or without cause, by action of a majority of the full board of directors.

Section 3.9. Procedure. Each committee shall elect a presiding officer from its members and may fix its own rules or procedure which shall not be inconsistent with these Bylaws. Each committee shall keep regular minutes of its proceedings and shall regularly report the same to the board of directors for its information.

Section 3.10. Compensation. Each director who is a member of any committee may be paid his expenses, if any, of attendance at each meeting of such committee, and may be paid a stated salary as a member of a fixed sum for attendance at each meeting of such committee or both, as may from time to time be determined by action of the board of directors. No such payment shall preclude any director serving on any committee from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE IV **OFFICERS**

Section 4.1 Officers. The officers of the corporation shall consist of a president, a vice president, a secretary, a treasurer and such other officers and assistant officers as may be deemed necessary, and as shall be approved, by the board of directors. Any two or more offices may be held by the same person.

Section 4.2 Appointment and Term of Office. The officers of the corporation shall be appointed annually by the board of directors at the first meeting of the board of directors held after each annual meeting of the shareholders. If the appointment of officers shall not occur at such meeting, such appointment shall occur as soon thereafter as practicable. Each officer shall hold office until his successor shall have been duly appointed and qualified, or until his earlier resignation, removal from office or death.

Section 4.3 Resignation. Each and every officer, employee and agent of the corporation may resign from his respective office or position by giving written or oral notice to the chairman of the board, the president or the secretary of the corporation. The resignation of any officer, employee or agent of the corporation shall take effect immediately upon the receipt of such notice, or on any later date specified in a written notice, but the acceptance of any such resignation by the board of directors shall not be required to make it effective.

Section 4.4 Removal. Each and every officer, employee and agent of the corporation may be removed from his respective office or position at any time, with or without cause, by the board of directors.

Section 4.5. Vacancies. Any vacancy, however occurring, in any office or position, may be filled by action of either the board of directors or the president acting alone, and any vacancy, however occurring, in the office of president of the corporation may be filled by action of the board of directors.

Section 4.6 Chairman of the board. The chairman of the board shall preside at all meetings of the shareholders, the board of directors and all committees of the board of

directors on which he may serve. In addition, the chairman of the board shall possess, and may exercise, such power and authority, and shall perform such duties, as may from time to time be assigned to him by the board of directors, and as are incident to such position.

Section 4.7 President. The president shall be the chief executive officer of the corporation and, subject to the control of the board of directors, shall in general supervise and control all of the business and affairs of the corporation. He shall, when the chairman of the board is not present for any reason, preside at all meeting of the shareholders and of the board of directors. In addition, the president shall possess, and may exercise, such power and authority, and shall perform such duties, as may from time to time be assigned to him by the board of directors, and as are incident to the offices of president and chief executive officer.

Section 4.8 Vice Presidents. Each vice president shall possess, and may exercise, such power and authority, and shall perform such duties, as may from time to time be assigned to him by the board of directors.

Section 4.9. Secretary. The secretary shall keep the minutes of the proceedings of the shareholders and of the board of directors in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these Bylaws or as required by laws, be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized, keep a register of the post office address of each shareholder and have general charge of the stock transfer books of the corporation. In addition, the secretary shall possess, and may exercise, such power and authority, and shall perform such duties, as may from time to time be assigned to him by the board of directors and as are incident to the office of secretary.

Section 4.10 Treasurer. The treasurer shall have charge and custody of, and be responsible for, all funds and securities of the corporation, receive and give receipts for monies due and payable to the corporation from any source whatsoever and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositions, the transfer shall possess, and may exercise such power and authority, and shall perform such duties, as may from time to time be assigned to him by the board of directors and as are incident to the office of treasurer. The board of directors, in its discretion, may require the treasurer to give a bond in an amount determined by the board of directors.

Section 4.11 Other Officers, Employees and Agents. Each and every other officer, employee and agent of the corporation shall possess, and may exercise, such power and authority, and shall perform such duties, as may from time to time be assigned by him by the board of directors, and such officer or officers who may from time to time be designated by the board of directors to exercise such supervisory authority.

Section 4.12 Compensation. The compensation of the officers, employees and agents of the corporation shall be fixed from time to time by the board of directors or the

officer or officers of the corporation who may from time to time be designated by the board of directors to fix such compensation. The payment of any compensation by the corporation to him shall not prevent any officer, employee or agent of the corporation from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE V **INDEMNIFICATION**

The corporation shall indemnify each and every one of its directors, officers, employees and agents to the fullest extent permitted by law.

ARTICLE VI **CERTIFICATES OF STOCK**

Section 6.1. Certificates for Shares. Every holder of stock in the corporation shall be entitled to have a certificate, signed by the president or a vice president and the secretary or an assistant secretary, on which shall be set forth the holder's name and number of shares owned by him in the corporation. The certificates shall be numbered and their issuance shall be entered in the books of the corporation as they are issued.

Section 6.2. Transfer Agents and Registrars. The board of directors may appoint one or more responsible banks or trust companies in such city or cities as the board may from time to time deem advisable to act as transfer agents and registrars of the stock of the corporation; and, if and when such appointments shall been made, no stock certificated shall be valid until countersigned by one of such transfer agents and registered by one of such registrars.

Section 6.3. Facsimile Signature. Where a certificate is signed by a transfer agent or an assistant transfer agent or by a transfer clerk acting on behalf of the corporation and a registrar, the signature of any officer of the corporation may be facsimile. In case any officer or officers who have signed or whose facsimile signature or signatures have been used on any such certificate or certificates may nevertheless be adopted by the corporation and be issued and delivered as though the person or persons who signed such certificate or certificates or whose facsimile signature or signatures have been used thereon had not ceased to be such officer or officers of the corporation.

Section 6.4. Transfer of Shares; Ownership of Shares. Transfers of shares of stock of the corporation shall be made only upon the stock transfer books of the corporation, and only after the surrender to the corporation of the certificates representing such shares. The person in whose name shares stand on the books of the corporation shall be deemed by the corporation to be the owner thereof for all purposes and the corporation shall not be bound to recognize any equitable or other claim to, or interest in, such shares on the part of any other person, whether or not it shall have express or other notice thereof.

Section 6.5. Lost Certificates. The board of directors, or any person to whom, or entity to which, it may delegate such authority, may direct a new certificate to be issued by the corporation in the place of any certificate alleged to have been lost or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost or destroyed. When authorizing such issue of a new certificate, the board of directors or such delegated may, in its or his discretion and as a condition precedent to the issuance thereof, require the owner of such lost or destroyed certificate, or his legal representative, to advertise the same in such manner as it or he shall require and/or to post a bond in such sum as it or he may direct as indemnity against such claim that may be made against the corporation with respect to the certificate alleged to have been lost or destroyed.

ARTICLE VII **AMENDMENTS**

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted, by action of the board of directors.

ARTICLE VIII **GENDER**

All words used in these Bylaws in the masculine gender shall extend to and shall include the feminine gender.

**WRITTEN CONSENT IN LIEU OF
ORGANIZATIONAL MEETING OF THE BOARD OF DIRECTORS
OF
ECPA, INC.**

The undersigned, constituting all of the directors of ECPA, Inc., a Florida corporation (the "Corporation"), do hereby consent, pursuant to Section 607.134 of the Florida General Corporation Act, to the adoption of the following resolutions in lieu of the first meeting of the Board of Directors of the Corporation:

RESOLVED, that all actions taken and all resolutions adopted by the Incorporator of the Corporation be, and the same hereby are, approved, ratified and confirmed; and further

RESOLVED, that each of the persons named below be, and each hereby is, elected to the office set forth opposite his name, to serve until the next Annual Meeting of the Board of Directors and until his successor is duly elected and qualified:

<u>Name</u>	<u>Office</u>
Frances C. Venezia	President and Treasurer
Ana P. Diaz	Vice President and Secretary

RESOLVED, that the Secretary be directed to file a copy of the Articles of Incorporation and the official receipt therefore issued by the Secretary of State of the State of Florida in the Minute Book of the Corporation; and further

RESOLVED, that the Treasurer of the Corporation be, and he hereby is, authorized, empowered and directed to pay all charges and expenses incident to or arising out of the organization of the Corporation and to reimburse any person who has made any disbursement therefor; and further

RESOLVED, that the Bylaws, having been reviewed in their entirety, are hereby adopted in the form attached hereto as directed to file a copy of the Bylaws in the Minute Book of the Corporation; and further

RESOLVED, that the form of seal presented to the Board of Directors and bearing the words and figures "ECPA, Inc., Corporate Seal, 1995, Florida" be, and the same hereby is, approved and adopted as and for the corporate seal of the Corporation, and that an impression thereof shall be made in the margin alongside this resolution; and further

RESOLVED, that the form of stock certificate for the Common Stock, par value \$.01 per share, of the Corporation, a copy of which has been presented to the Board of Directors and is affixed to this Written Consent, be, and the same hereby is, approved and adopted; and further

RESOLVED, that the Secretary of the Corporation be, and he hereby is, authorized, empowered and directed to procure all corporate books, stock ledgers and books of account required by law or appropriate in connection with the business of the Corporation.

WHEREAS, Frances C. Venezia and Ana P. Diaz (the "Subscriber") has offered to subscribe for the purchase one hundred (100) shares of Common Stock of the Corporation, par value \$.01 per share, and in consideration thereof to pay to the Corporation the sum of One Dollar (\$1.00) per share, for an aggregate sum of One Hundred Dollars (\$100.00);

NOW, THEREFORE, BE IT

RESOLVED, that the subscription offer of the Subscriber be, and it hereby is, accepted, and that upon payment in full as aforesaid by the Subscriber the appropriate officers of the Corporation be, and they hereby are, authorized, empowered and directed to execute, issue and deliver, in the name and on behalf of the Corporation, certificates representing Common Stock of the Corporation, par value \$.01 per share, for the number of shares subscribed for and registered in the name of the Subscriber, all of which shares are intended to be "Section 1244 Stock" as defined in Section 1244 of the Internal Revenue Code of 1986, as amended; and further

RESOLVED, that \$.01 of the consideration per share to be received for such Common Stock be, and the same hereby is, specified as Stated Capital and that \$.99 of such per share consideration shall be specified as additional paid-in capital; and further

RESOLVED, that the appropriate officers of the Corporation be, and they hereby are, authorized, empowered and directed, in the name and on behalf of the Corporation, to take such additional action and to execute and deliver such additional agreements, documents and instruments as any of them may deem necessary or appropriate to implement the provisions of the foregoing resolutions, the authority for the taking of such action and the execution and delivery of such agreements, documents and instruments to be conclusively evidenced thereby.

IN WITNESS WHEREOF, the undersigned have executed this Written Consent as of the 20 day of Dec, 1995.


Frances C. Venezia

FILED
96 MAR 18 AM 9:11
TALLAHASSEE, FLORIDA

ARTICLE V

RESIDENT OFFICE AND AGENT

The street address of the Corporation's registered office shall be 3901 NW 58th Place, Virginia Gardens, Florida 33166 and the registered agent for the Corporation at that address shall be 3901 NW 58th Place, Virginia Gardens, Florida, Fl. 33166. *NOTE* Principle Office, Registered Office and Mailing Address are the same.

FRANCIS C VENEZIA

ARTICLE VI

DIRECTORS

Two directors shall constitute the initial board of directors. His name and address is as set forth below:

Frances C. Venezia
5517 Sardinia Avenue
Coral Gables, Florida 33146

Ana P. Diaz
3901 NW 58th Place
Virginia Gardens, Florida 33166

ARTICLE VII

INCORPORATOR

The name and address of the incorporator are set forth as follows:

Name

Address

Francis C. Venezia

5517 Sardinia Street, Coral Gables, Florida