

P96000028120



FILED

96 MAR 27 PM 2:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 0721000000032

REFERENCE : 897183 8081A

AUTHORIZATION :

Patricia Pizzich

COST LIMIT : \$ 122.50

ORDER DATE : March 27, 1996

ORDER TIME : 9:53 AM

ORDER NO. : 897183

CUSTOMER NO: 8081A

CUSTOMER: Ms. Lorraine J. McLaughlin
COBB COLE & BELL

P. O. Box 2491

Daytona Beach, FL 32115-2491

EFFECTIVE DATE

3-26-96

DOMESTIC FILING

NAME: CEB, INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS: _____

W96-6704

RECEIVED
96 MAR 27 PM 12:29
DIVISION OF CORPORATION

44-26



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 28, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: CEB, INC.
Ref. Number: W96000006704

We have received your document for CEB, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

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) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 496A00014221

RECEIVED
96 MAR 28 PM 3:21
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

ECB, INC.

A Florida Corporation

FILED

96 MAR 27 PM 2:03

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1

NAME

The name of this corporation is: ECB, Inc.

ARTICLE 2

DURATION

The duration of the corporation is perpetual. The date and time of commencement is the time these Articles are subscribed and acknowledged if filed with the Department of State of the State of Florida within five (5) days after such date, but if not filed within five (5) days, the time of filing with the Department of State.

ARTICLE 3

GENERAL PURPOSES

The general purposes for which this corporation is initially organized are to engage in any or all lawful business for which corporations may be incorporated under Florida law.

ARTICLE 4

SHARES

The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares of common voting stock having a par value of \$1.00 per share.

ARTICLE 5

PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the principal office of the corporation is 8 East Tower Circle, Ormond Beach, Florida 32174. The name and address of the initial registered agent of the corporation is Palmetto Charter Services, Inc., 150 Magnolia Avenue (Post Office Box 2491), Daytona Beach, Florida 32115-2491.

ARTICLE 6

DIRECTORS

The number of directors constituting the initial board of directors is three (3) and the name and address of each person who is to serve as a member thereof are as follows:

S.C. Culbreth, Jr.
8 East Tower Circle
Ormond Beach, FL 32174

Roger Eatman
2878 Kilkerane Drive
Tallahassee, FL 32308

George Bannon
15500 Cedar Bluff Place
West Palm Beach, FL 33401

The number of directors may be changed from time to time by the bylaws.


ARTICLE 7

INCORPORATOR

The name and address of the incorporator and subscriber to 1,000 shares of the common voting stock of this corporation is as follows:

Jonathan D. Kaney Jr.
150 Magnolia Avenue
Daytona Beach, FL 32114

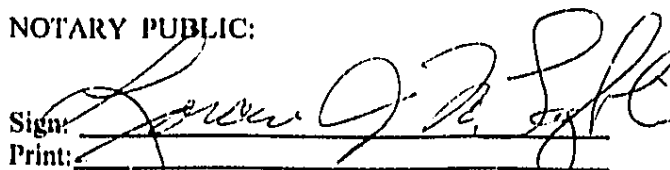
IN WITNESS WHEREOF, the undersigned Incorporator does hereby execute and acknowledge these articles this 26th day of March, 1996.


Jonathan D. Kaney Jr.

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 26th day of March, 1996, by Jonathan D. Kaney Jr., who is personally known to me or has produced _____ as identification.

NOTARY PUBLIC:


Sign: _____
Print: _____

State of Florida At Large
(Seal)

My Commission Expires:

Title/Rank: _____

Commission Number: _____



LORRAINE J. McLAUGHLIN
MY COMMISSION # CC251363 EXPIRES
January 8, 1997
BONDED THIRTY THOUSAND DOLLARS, FID.


CERTIFICATE DESIGNATING REGISTERED
AGENT AND STREET ADDRESS FOR
SERVICE OF PROCESS

FILED
96 MAR 27 PM 2:03

SECRET
TALLAHASSEE, FLORIDA

Pursuant to Section 48.091, Florida Statutes, ECB, Inc. hereby designates Palmetto Charter Services, Inc. and 150 Magnolia Avenue, (P.O. Box 2491), Daytona Beach, Florida 32115-2491, as its registered agent and the street address of its registered office, respectively, for service of process within the State of Florida.

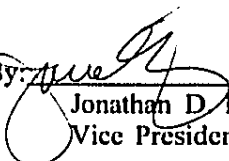
ECB, INC.

By: 
Jonathan D. Kaney Jr., Incorporator

ACCEPTANCE OF DESIGNATION

I hereby accept the foregoing designation as registered agent of ECB, Inc. for service of process within the State of Florida.

PALMETTO CHARTER SERVICES, INC.

By: 
Jonathan D. Kaney Jr.
Vice President

P96000028120

Cobb Cole, Bell

Requestor's Name

131 N. Gadsden

Address

Tallahassee FL

681-3237

City/State/Zip

Phone #

700002038447--B
-12/26/96--01045--004
*****35.00 *****35.00

Office Use Only

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

1. _____ (Corporation Name) _____ (Document #) 700002038447--B
-12/26/96--01045--005
*****52.50 *****52.50
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

FILED STATE
 SECRETARY OF CORPORATIONS
 96 DEC 26 PM 3:39

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

RECEIVED
 96 DEC 26 PM 1:38
 DIVISION OF CORPORATION

Amend
38
12/26

Examiner's Initials

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 DEC 26 PM 3:39

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
ECB, INC.

1. Article 4 of the Articles of Incorporation of ECB, Inc. (the "Corporation") is amended as follows:

Section 1. Classes. The maximum number of shares which this Corporation is authorized to have outstanding at any time shall be 1,540,000 shares of voting common stock with a par value of \$.01 per share, and 3,000 shares of Series A Preferred Stock having a par value of \$.01 per share. The whole or any part of the capital stock of this Corporation shall be payable in lawful money of the United States or property, labor or services, at a just valuation to be fixed by the Directors. Property or labor may also be purchased with the capital stock at such valuation as shall be fixed by the Directors.

Section 2. Series A Preferred Stock. The rights and preferences of the corporation's Series A Preferred Stock (the "Series A Preferred Stock") shall be as follows:

a. Stated Value. The stated value of the Series A Preferred Stock shall be equal to One Thousand and no/100 Dollars (\$1,000.00) and the Series A Preferred Stock may only be issued upon payment of the stated value per share.

b. Voting Rights.

i. Holders of outstanding shares of Series A Preferred Stock shall not be entitled to vote such shares for any purpose, except (a) as provided for in this Paragraph b., and (b) as specifically required by the Florida Business Corporation Act.

ii. So long as Three Hundred (300) or more shares of Series A Preferred Stock are outstanding the holders thereof shall be entitled to elect one (1) Director of the Corporation by majority vote of such holders voting as a separate class.

iii. So long as any shares of Series A Preferred Stock are outstanding the Corporation shall not, without the approval of a majority of the holders of such shares voting as a separate class, increase or

decrease the authorized number of shares of Series A Preferred Stock or authorize or issue any shares of capital stock or securities convertible into any shares of capital stock ranking senior to or on parity with the Series A Preferred Stock with respect to liquidation or payment of dividends. Notwithstanding anything to the contrary expressed herein, the Corporation may issue without the approval of the holders of Series A Preferred Stock as a separate class, shares of Series A Preferred Stock authorized herein.

c. Dividend Rights.

i. The Holders of outstanding shares of Series A Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors out of funds legally available for that purpose, dividends payable as provided for in this paragraph c.

ii. Dividends with respect to the shares of Series A Preferred Stock shall be payable in cash on January 15, April 15, July 15 and October 15 of each year ("Dividend Payment Date") commencing on the first Dividend Payment Date after the date upon which each such share of Series A Preferred Stock was originally issued ("Issuance Date"), and continuing so long as any shares of Series A Preferred Stock remain outstanding.

iii. Dividends payable with respect to the shares of Series A Preferred Stock on each Dividend Payment Date shall be a per share amount equal to the product of (i) the stated value of One Thousand Dollars (\$1,000) per share, plus Accrued Dividends, (ii) the Dividend Rate then applicable, and (iii) the Dividend Period Fraction applicable with respect to such Dividend Payment Date (all as defined below).

"Accrued Dividends" with respect to any shares of Series A Preferred Stock means, as of any given time, the then Full Cumulative Dividends less the amount of all dividends theretofore paid with

respect to the relevant shares of Series A Preferred Stock.

"Full Cumulative Dividends" means with respect to any shares of Series A Preferred Stock (whether or not in any Dividend Period, or any part thereof, in respect of which such term is used there shall have been net profits or net assets legally available for the payment of such dividends, and without regard to the restrictions with respect to the payment of dividends set forth in any agreement to which the Corporation is a party or by which it is bound) that amount which shall be equal to all dividends whether or not earned or declared or paid upon the relevant shares as provided herein for the period of time elapsed from the Issuance Date to the most recent Dividend Payment Date or, in the case of any shares to be redeemed, the applicable redemption date.

As used herein, the term "Dividend Rate" means a per annum rate equal to eight percent (8%); provided, however, that with respect to each Dividend Payment Date after the occurrence and during the continuation of a Redemption Default, the Dividend Rate shall be increased to a per annum rate equal to fifteen percent (15%).

As used in all Paragraphs hereof, with respect to each Dividend Payment Date, the term "Dividend Period Fraction" means 0.25; provided, however, that (i) with respect to the first Dividend Payment Date after the Issuance Date, the term "Dividend Period Fraction" means the product of 0.25 and the quotient of (A) the actual number of days elapsed from the Issuance Date to, but not including, the first Dividend Payment Date, divided by (B) ninety (90) days and, (ii) with respect to any Redemption Date that is not a Dividend Payment Date, the term "Dividend Period Fraction" means the product of 0.25 and the quotient of (A) the actual number of days elapsed from the Dividend Payment Date immediately preceding such Redemption Date to, but not including, the Redemption Date, divided by (B) ninety (90) days.

iv. Dividends shall be paid to the holders of record at the close of business upon the date specified by the Board of Directors at the time such dividend is declared; provided, however, that such record date shall not be more than ten (10) days prior to the applicable Dividend Payment Date. Such dividends shall cumulate on each share from the Issuance Date (whether or not there shall be net profits or net assets of the Corporation legally available for the payment of such dividends, and without regard to the restrictions with respect to the payment of dividends set forth in any agreement to which the Corporation is a party or by which it is bound) and shall cumulate from day to day whether or not earned or declared, to the date on which such share is redeemed and the full Redemption Price therefor is paid pursuant to this Paragraph c hereof. To the extent dividends are not paid, the holders of shares of Series A Preferred Stock shall continue to have the right to receive the unpaid balance of the dividends when declared by the Board of Directors. Accrued Dividends shall not bear interest.

v. The Corporation shall not:

(1) declare or pay any dividend whatsoever whether in cash property or otherwise with respect to the Common Shares or shares of any other class of capital stock ranking junior with respect to liquidation or payment of dividends to the shares of Series A Preferred Stock (collectively, the "Junior Stock") unless the Corporation shall, on or before the proposed date for payment of such dividend, have declared on the outstanding shares of Series A Preferred Stock and paid (or, if the Corporation cannot determine to whom or where to pay the dividends, set apart for payment in a separate account) all Accrued Dividends as of the most recent Dividend Payment Date which has occurred; and

(2) make any distribution on any Junior Stock or set aside any assets for any such

purposes, nor shall any Junior Stock be purchased, redeemed or otherwise acquired if the Corporation shall not, on or before the proposed date on which any such Junior Stock is to be purchased, redeemed or otherwise acquired, have fully redeemed all outstanding shares of Series A Preferred Stock at the full Redemption Price in accordance with the provisions hereof on or before the proposed date for payment of such dividend; provided, however, that the restriction set forth in this clause (2) shall not prohibit the Corporation from purchasing Junior Stock from employees or former employees of the Corporation or its subsidiaries or affiliates who are not holders of such Junior Stock on the date shares of Series A Preferred Stock are first issued.

vi. each fractional Senior Preferred Share outstanding shall be entitled to a ratably proportionate amount of all dividends to which each outstanding full share of shares of Series A Preferred Stock is entitled pursuant to this Paragraph c., and all of such dividends with respect to such outstanding fractional shares shall be fully cumulative and shall accrue (whether or not declared) and shall be payable in the same manner and at such times as provided for in this Paragraph c. with respect to dividends on each outstanding full share of Series A Preferred Stock.

vii. If, at any time, the Corporation shall pay a dividend on the shares of Series A Preferred Stock which is less than the full amount of the Full Cumulative Dividends payable with respect to the shares of Series A Preferred Stock, then such dividend shall be distributed *pro rata* in accordance with the amount of dividends that the holders of each outstanding share of Series A Preferred Stock

would be entitled to receive if all dividends payable on such shares were paid in full.

d. Liquidation Rights.

i. Upon the dissolution, liquidation or winding up of the affairs of the Corporation, whether voluntary or involuntary, the holders of shares of Series A Preferred Stock shall be entitled to receive from the Corporation's assets available for distribution to shareholders cash in the amount of One Thousand Dollars (\$1,000) per share plus all Accrued Dividends, before any payment or distribution shall be made to the holders of Common Shares or other shares of Junior Stock. If, upon any liquidation, dissolution or winding up of the affairs of the Corporation, the amounts payable under this paragraph d. to the holders of all the outstanding shares of Series A Preferred Stock are not paid in full, the holders of such shares of Series A Preferred Stock shall share ratably in any distribution of assets in proportion to the full amounts to which they would otherwise be respectively entitled.

ii. Neither the sale, conveyance, exchange or transfer (for cash, shares of stock, securities or other consideration) of all or substantially all the property and assets of the Corporation, nor the consolidation or merger of the Corporation with or into any other corporation or corporations, nor the consolidation or merger of any other corporation or corporations with or into the Corporation, nor the reorganization of the Corporation, shall be deemed a liquidation, dissolution or winding up of the affairs of the Corporation within the meaning of this Paragraph d.

iii. After the payment in cash to the holders of shares of Series A Preferred Stock of the full preferential amount fixed in accordance with the provisions of paragraph d. with respect to the outstanding shares of Series A Preferred Stock, all of the remaining assets of the Corporation available for distribution to shareholders shall be distributed

to holders of Junior Stock in accordance with the provisions thereof.

e. Conversion Rights. The shares of Series A Preferred Stock shall not be convertible into Common Shares or any other security of the Corporation.

f. Redemption Rights.

i. Mandatory Redemptions. On April 15, 2003, the Corporation shall redeem all of the then outstanding shares of Series A Preferred Stock at a redemption price per share equal to One Thousand Dollars (\$1,000) plus Accrued Dividends through the date of such redemption.

Prior to April 15, 2003, the Corporation shall redeem all of the then outstanding shares of Series A Preferred Stock at a redemption price per share equal to One Thousand Dollars (\$1,000) plus Accrued Dividends through the date of such redemption upon the occurrence of any of the following events:

(1) any merger or consolidation of the Corporation with another corporation or entity pursuant to which the Corporation is not the surviving entity;

(2) the sale or other disposition (including disposition by merger or consolidation) of substantially all of the assets of the Corporation and its consolidated subsidiaries or other entities;

(2) any event, including, without limitation, an issuance or sale of Common Shares or shares of any other class or series of stock of the Company or Convertible Securities, that would or could result in the holders of Common Shares who were holders of such shares on the date shares of Series A Preferred Stock are first issued (i) having the right to exercise less than 51% of the total voting power of the Corporation for

the election its directors after such issuance or sale or (ii) owning less than twenty-five percent (25%) of the total number of the Corporation's Fully Diluted Outstanding Common Shares. For purposes of this paragraph 1., "Convertible Securities" shall mean evidence of indebtedness, shares of stock or other securities that are convertible into or exchangeable for, with or without payment of additional consideration in cash or property, or options, warrants or other rights that are exercisable for, Common Shares that, when issued, would constitute Common Shares, either immediately or upon the occurrence of a specified date or a specified event, and (ii) "Fully Diluted Outstanding" shall mean, when used with reference to Common Shares, at any date as of which the number of shares thereof is to be determined, all Common Shares outstanding at such date and the maximum number of Common Shares issuable in respect of Convertible Securities and options and warrants to purchase Common Shares or Convertible Securities outstanding on such date (whether or not the rights to convert, exchange or exercise thereunder are presently exercisable).

(4) either (i) the first public offering of Common Shares pursuant to a registration statement filed with the Securities and Exchange Commission or any other federal agency then administering the Securities Act of 1933, as amended, and other federal securities laws ("IPO"), provided that the net proceeds to the Corporation as a result of such IPO are equal to or greater than Ten Million Dollars (\$10,000,000) or (ii) any

public offering of Common Shares by the Corporation or holders of Common Shares subsequent to an IPO.

ii. Optional Redemption. The Corporation may, at the option of the Board of Directors, at any time redeem all or a portion of the outstanding shares of Series A Preferred Stock at a redemption price per share equal to One Thousand Dollars (\$1,000) plus Accrued Dividends through the date of such redemption.

Notice of every redemption pursuant to this Paragraph f. shall be sent by first-class mail, postage prepaid, to the holders of the record of the shares of Series A Preferred Stock at their respective addresses as the same shall appear on the books of the Corporation. Such notice shall not be mailed not less than thirty (30) days in advance of the date fixed for such redemption to the holders of record of the shares of Series A Preferred Stock.

iii. General Requirements. Anything contained in this Paragraph f. regarding redemption of shares of Series A Preferred Stock to the contrary notwithstanding, if the redemption price has been paid on or after any Redemption Date, all rights of the holders of shares of Series A Preferred Stock as shareholders of the Corporation with respect to those shares of Series A Preferred Stock to be redeemed, except the right to receive the redemption price, shall cease and terminate whether or not the certificates for the shares so redeemed shall have been received by the Corporation. On the redemption date, the Corporation shall deliver to each holder of shares of Series A Preferred Stock whose shares are to be redeemed immediately available funds in an amount equal to the redemption price multiplied by the number of shares of Series A Preferred Stock to be redeemed from such holder.

iv. Restrictions. The Corporation's right and obligation to redeem shares of Series A Preferred

Stock pursuant to this Paragraph f. is subject to the Corporation having available funds which, under Florida law, may legally be used for such purpose, and to applicable restrictions set forth in any agreement to which the Corporation is a party or by which it is bound. The Corporation shall use reasonable efforts to remedy any restriction which would prohibit the Corporation's right to redeem shares of Series A Preferred Stock, it being understood, however, that the Corporation need not breach any fiduciary duty imposed upon it nor incur a material liability or expense.

g. Covenants.

The Corporation covenants with the holders of shares of Series A Preferred Stock as follows:

i. to furnish, or cause to be furnished, to each holder of shares of Series A Preferred Stock (i) within one hundred twenty (120) days of the close of its fiscal year, annual audited consolidated financial statements of the Corporation consisting of a balance sheet, income statement, and statement of cash flow, prepared in accordance with generally accepted accounting principles, consistently applied, as certified by the independent public accountants for the Corporation (ii) within thirty (30) days of the close of each fiscal quarter, unaudited quarterly and year-to-date consolidated financial statements consisting of balance sheets, income statements and statements of cash flow, prepared in accordance with generally accepted accounting principles, consistently applied, as certified by the chief executive or chief financial officer of the Corporation and (iii) all financial and other reports and information furnished by the Corporation to holders of shares of Junior Stock;

ii. to take no affirmative corporate action which would have the effect of interfering with, impeding or otherwise restricting the right of holders of shares of Series A Preferred Stock from transferring, assigning or otherwise disposing of any shares of Series A Preferred Stock.

h. **Miscellaneous.** Any shares of Series A Preferred Stock redeemed or otherwise acquired by the Corporation in any manner whatsoever shall be deemed retired.

Each certificate representing a share or shares of Series A Preferred Stock shall state thereon the Issuance Date of such share or shares.

2. The foregoing amendment was adopted by the sole shareholder of the corporation on Dec. 23, 1996.

IN WITNESS WHEREOF, the undersigned secretary/treasurer of the corporation has executed these Articles of Amendment on Dec. 23, 1996.

George Bannon
George Bannon, Secretary/Treasurer

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 23RD day of December, 1996, by George Bannon as secretary/treasurer of ECB, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification.

NOTARY PUBLIC:

Sign: Pamela S. Puffenberger

Print: Pamela S. Puffenberger
State of Florida At Large

(Seal)

My Commission Expires

Title/Rank:

Commission Number:



PAMELA S. PUFFENBERGER
My Comm Exp. 12/13/98
Bonded By Service Inc
No. CC425903
I Personally Know () Others

Document Number Only

P96000028120

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

CORPORATION(S) NAME

800002143768-18
-04/15/97--01068--015
*****25.00 *****25.00

ECB, INC.

97 APR 16 PM 3:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

- | | | |
|--|---|--|
| <input type="checkbox"/> Profit | <input checked="" type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | | |
| <input type="checkbox"/> Limited Liability Company | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Reservation | <input checked="" type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Liability Partnership | | <input type="checkbox"/> Fictitious Name |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call if Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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

4-15-97

PLEASE RETURN EXTRA COPY(8)
FILE STAMPED

RECEIVED
97 APR 15 PM 12:07
DEPARTMENT OF CORPORATION

4/16

RA. change



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 15, 1997

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: ECB, INC.

Ref. Number: P96000028120

We have received your document for ECB, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain the name and capacity of the person signing on behalf of the new 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) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 097A00019009

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 of Florida.

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

1b. Date of Incorporation 3/26/96 Document number P96000028120

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

Palmetto Charter Services, Inc., 150 Magnolia Avenue (Post Office Box 2491)

Daytona Beach, Florida 32115-2491

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

C T CORPORATION SYSTEM

c/o C T CORPORATION SYSTEM, 1200 South Pine Island Rd., Plantation, Florida 33324

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.

George Bannon
SIGNATURE

3/27/97
DATE

GEORGE BANNON, 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.

C T CORPORATION SYSTEM

SIGNATURE BY: [Signature]

(Registered Agent)

DATE 4/14/97 Peter Souza Special Asst. Sec.

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

CR2E045 (7-91)

(FLA. - 2194 - 3/4/92)

FILING FEE: \$35.00