

P9600000 29101
MANDEL, SIMOWITZ, WEISMAN, SCHERER & DIAZ, P.A.

TO: H. BRODIE
A. DIAZ
J. S. MANDEL
J. S. MARGOLIES
A. E. RESSMAN
NETH J. SCHERER
J. E. SIMOWITZ
LIAM S. WEISMAN
L. YOUNG

BOCA CORPORATE CENTER
2101 CORPORATE BOULEVARD, SUITE 360
BOCA RATON, FL 33431
TELEPHONE (407) 989 0300
FAX (407) 989 0304

MIAMI OFFICE
1041 IVES DRIVE RD
N. MIAMI BEACH, FL 33179
Ft. LAUDERDALE
600 SOUTH ANDREWS AVE
SUITE 400
FORT LAUDERDALE, FL 33301
SOUTH FLORIDA TOLL FREE
1-800-418-2249
PLEASE REPLY TO:
BOCA RATON

March 25, 1996

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

4000001753254
-03/27/96--01043--001
****122.50 ****122.50

Re: Articles of SAJE & COMPANY, INC.

Gentlemen:


Enclosed please find an original and one copy for certification of Articles of Incorporation for the above referenced new Florida corporation to be formed. Also enclosed please find a check in the amount of \$122.50 made payable to the Secretary of State, said funds remitted as payment in full for filing fee, certified copy fee, designation of resident agent fee, capitol stock tax fees, etc.

Please file the Articles and return one certified copy thereof to the undersigned at your earliest convenience.

Thank you for your cooperation in this matter.

Very truly yours,

MANDEL, SIMOWITZ, WEISMAN,
SCHERER & DIAZ, P.A.


Daniel S. Mandel

DSM/dlp

DSM
4/3/96

EFFECTIVE DATE
3-25-96

FILED
96 MAR 27 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

BAJE & COMPANY, INC.

FILED

96 MAR 27 PM 1:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I
NAME**

EFFECTIVE DATE

3.25.46

The name of the corporation is **BAJE & COMPANY, INC.**

**ARTICLE II
GENERAL PURPOSE**

The general purpose for which the corporation is organized is for the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE III
CAPITAL STOCK**

Authorized shares. The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any time shall be 1,000 shares of common stock with a par value of \$1.00 each.

**ARTICLE IV
INITIAL CAPITAL**

This Corporation shall begin business with a capital of not less than \$500.00.

**ARTICLE V
TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE VI
PRINCIPAL OFFICE**

The principal place of business of this Corporation shall be located at 5815 N.W. 42nd Way, Boca Raton, FL 33496, or at such places within or without the State of Florida as the Board of Directors shall by appropriate action hereafter from time to time determine.

The mailing address of the business of this Corporation shall be located at 5815 N.W. 42nd Way, Boca Raton, FL 33496, or at such places within or without the State of Florida as the Board of Directors shall by appropriate action hereafter from time to time determine.

The principal address of the Corporation and Registered Office address are the same.

ARTICLE VII DIRECTORS

1. The business of this Corporation shall be conducted and managed by its Board of Directors, and such Board of Directors shall consist from one member and not more than eleven members. A majority of the first Board of Directors named below shall have the power to approve and adopt the By-laws of this Corporation until their successors are elected or appointed.

2. The qualifications, time and place of election and term of office of each Director shall be as provided for in the By-laws of the Corporation.

3. The officers of this Corporation may consist of a President, Vice-President, Secretary and Treasurer, and such other officers and agent as may be provided for by the By-laws of this Corporation, who shall be chosen, serve for such term, and have such duties as may be prescribed by such By-laws.

ARTICLE VIII INITIAL DIRECTORS

The names and street addresses of the members of the first Board of Directors, who, unless otherwise provided by the By-laws of this Corporation, shall hold office and manage the Corporation for the first year of existence of the Corporation, or until their successor or successors are elected or appointed and have qualified, are as follows:

BERTRAM BAITCH

**5815 N.W. 42nd Way
Boca Raton, FL 33496**

ARTICLE IX SUBSCRIBERS

The names and post office addresses of the subscribers to the Articles of Incorporation are as follows:

BERTRAM BAITCH

**5815 N.W. 42nd Way
Boca Raton, FL 33496**

**ARTICLE X
EFFECTIVE DATE**

These Articles of Incorporation shall be effective upon subscription and acknowledgment of these Articles, except that in the event the Articles are not filed with the Department of State of Florida within five (5) days, exclusive of legal holidays, after subscription and acknowledgment hereof, corporate existence shall begin when these Articles are filed with the Department of State.

**ARTICLE XI
STOCKHOLDERS' AGREEMENTS**

The Corporation and its common stockholders, or the Stockholders of the Corporation among themselves, may enter into any agreement restricting the transferability, assignment, encumbrance or pledge of the stock of this Corporation, whether voluntarily or involuntarily. Any such agreement may confer upon the Corporation or the Stockholders, or both, the option of first refusal or mandatory purchase in the event any Stockholder desires to transfer, assign, encumber or pledge, his stock, with or without a consideration. Any such agreement may include such restrictions during the lifetime of any Stockholder or upon the death or legal incompetence of any Stockholder. Nothing contained in these Articles of Incorporation or By-laws of the Corporation shall be construed as authorizing a transfer of such stock upon the books of the Corporation in violation of any such agreement.

**ARTICLE XII
INDEMNIFICATION OF DIRECTORS**

1. The Corporation shall indemnify any Director made a party to any action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of his being or having been a Director or any officer of the Corporation, or a Director or officer of any other corporation which he served as such at the request of the Corporation, against the reasonable expenses, request of the Corporation, against the reasonable expenses, including but not limited to attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, suit or proceeding, or in connection with an appeal therein, except in relation to matters as to which such Director may be adjudged to have been guilty of negligence of misconduct, in the performance of his duty to the Corporation.

2. The Corporation shall indemnify any Director made a party to any action, suit or proceeding other than one by or in his right of the Corporation to procure a judgment in its favor, whether civil or criminal, brought to impose a liability or penalty on such Director for an act alleged to have been committed by such Director in his capacity as Director or as an officer of the Corporation, or officer of any other corporation which he served as such at the request of the Corporation, against judgments, fines,

amounts paid in settlement and reasonable expenses, including but not limited to attorneys' fees actually and necessarily incurred as a result of such action, suit or proceedings, or any appeal therein, if such Director acted in good faith in the reasonable belief that such action was in the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such civil or criminal action, suit or proceeding by judgment, settlement, conviction, or upon a plea of nolo contendere shall not in itself create a presumption that any Director did not act in good faith in the reasonable belief that such action was in the best interests of the Corporation or that he had reasonable ground for belief that such action was unlawful.

ARTICLE XIII DIRECTORS' LIABILITY

No Director shall be held liable or responsible for action taken by the Board of Directors acting under the provisions or in the manner authorized by these Articles of Incorporation or by the By-laws of the Corporation, nor for action taken by the Board of Directors in reliance on reasonable grounds or probable cause for believing that the Board is acting under the provisions or in the manner authorized by the Articles of Incorporation or By-laws. The defense of any legal, equitable or other action, suit or proceeding brought against a Director, either individually or as Director, because or as a result of, any action taken by the Board of Directors, shall be conducted by counsel for the Corporation, unless the action, suit or proceeding is brought by or in behalf of the Corporation. All costs and expenses of a Director in connection with any such action, suit or proceeding not brought by or in behalf of the Corporation, including but not limited to expenses incurred in the course of attending trials, conferences, depositions, hearings and meetings, shall be paid by the Corporation, and in the event of a judgment or decree being rendered against the Director, the Corporation shall indemnify and save him harmless.

ARTICLE XIV REIMBURSEMENT OF DIRECTORS

If a legal, equitable or other action, suit or proceeding brought by or in behalf of the Corporation against a Director, either individually or as Director, shall result in a judgment, decree or decision in favor of the Director, the Corporation shall be liable to and shall reimburse the Director for all costs and expenses of the Director in connection with such action, suit or proceedings, including but not limited to reasonable attorney's fees, court costs and expenses incurred in the course of attending trials, conferences, depositions, hearings and meetings.

**ARTICLE XV
DIVIDENDS**

A Director shall not be liable for dividends illegally declared, distributions illegally made to Stockholders, or any other action taken by reliance in good faith upon the financial statements of the Corporation represented to him to be correct by an officer having charge of its books of account or a financial statement certified by a Certified Public Accountant in to fairly reflect the financial condition of the Corporation; nor shall he be liable if, in good faith in determining the amount available for dividends or distribution, he considers the assets to be of their book value.

**ARTICLE XVI
AMENDMENTS**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' meeting by 51% of the stock entitled to a vote thereon, unless all the directors and all the Stockholders sign a written statement manifesting their intentions that a certain amendment of these Articles of Incorporation be made.

**ARTICLE XVII
CONSENT WITHOUT MEETING**

Any action that may be taken at a meeting of the Stockholders of this Corporation may be taken without a formal meeting, if consent in writing setting forth the action shall be signed by all, but not less than all, of the Shareholders of the Corporation entitled to vote on the action and shall be filed by the Secretary of the corporation. This consent shall have the same effect as a unanimous vote at a Shareholders' Meeting. If all of the Directors, severally, or collectively, likewise consent in writing to any action taken or to be taken by the Corporation, and the writing or writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it has been authorized at a meeting of the Board.

I, the undersigned, being the original subscriber and incorporate of this foregoing Corporation, do hereby certify that the foregoing constitutes the Charter of the above Corporation.

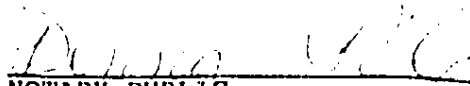
WITNESS my hand and seal this 25th day of March, 1996.


BERTRAM BAITCH

STATE OF FLORIDA)
)SS.
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day before me, a Notary public, duly authorized in the State and County named above to take acknowledgments, personally appeared Bertram Baitch, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation for the purposes therein designated.

WITNESS my hand and seal this 25th day of March, 1996.


NOTARY PUBLIC


PRINT OR TYPE NAME OF NOTARY PUBLIC



DONNA PILE
Notary Public, State of Florida
My Comm. expires Aug. 23, 1999
No. CC 491082
Bonded Thru Official Notary Service
1-(800) 723-0121

My Commission Expires:



DONNA PILE
Notary Public, State of Florida
My Comm. expires Aug. 23, 1999
No. CC 491082
Bonded Thru Official Notary Service
1-(800) 723-0121

CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE. NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

FILED
SS HM 27 PM 1:52
TALLAHASSEE, FLORIDA

IN PURSUANCE OF CHAPTER 48.091 OF THE FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED IN COMPLIANCE WITH SAID ACT:

FIRST that **BAJE & COMPANY, INC.** desiring to organize under the
laws of the State of Florida with its principal office, as
indicated in the Articles of Incorporation at the City of Boca
Raton, County of Palm Beach and State of Florida, has named
BERTRAM BAITCH, located at 5815 N.W. 42nd Way, Boca Raton, FL
33496, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above
stated corporation, at place designated in this Certificate, I
HEREBY ACCEPT to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.

Dated: 3/22/26

By: [Signature]

BERTRAM BAITCH
Registered Agent

CONTACT:

P960000 29103

OFFICE USE ONLY (Document #)

UCC FILING & SEARCH SERVICES

(Requestor's Name)

526 EAST PARK AVENUE SUITE 200

(Address)

TALLAHASSEE, FL 32301 (904) 681-6528

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

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

1. Apey, Inc. (Corporation Name) (Document #)

2. _____ (Corporation Name) (Document #)

3. _____ (Corporation Name) (Document #)

4. _____ (Corporation Name) (Document #)



Walk in



Pick up time _____



Certified Copy



ARTICLES ONLY



Mail out



Will wait



Photocopy



Certificate of Status



ALL CHARTER DOCS



CERTIFICATE OF GOOD STANDING

NEW FILINGS	
<input checked="" 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



Certificate of FICTITIOUS NAME



FICTITIOUS NAME SEARCH



CORP SEARCH

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

F. CHESSEY APR 3 1996

**HOLD FOR
PICKUP BY
UCC SERVICES**

Examiner's Initials

502



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 28, 1996

UCC FILING & SEARCH SERVICES
526 E. PARK AVE.
SUITE 200
TALLAHASSEE, FL 32301

SUBJECT: APEX, INC.
Ref. Number: W96000006774

*Resub bmg/Hed
4/3/96*

We have received your document for APEX, 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):

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) 487-6926.

Sheldon Bream
Document Specialist

Letter Number: 596A00014335

RECEIVED
95 APR -3 PM 12:06
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
NAPLES APEX, INC.

The undersigned hereby forms a corporation for profit under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation shall be:

NAPLES APEX, INC.

The address of the principal office of the corporation shall be 3727 Enterprise Ave. Unit #7, Naples, Florida 33942, and the mailing address of the corporation shall be, 3727 Enterprise Ave. Unit #7, Naples, Florida 33942.

ARTICLE II. NATURE OF BUSINESS

The Corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory, or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 200 shares of common stock at no par value.

ARTICLE IV. ADDRESS

The name of the initial registered agent of the corporation is Charles A. Blankenship. The street address of the initial registered agent of the corporation is 1811 Hurricane Harbor Lane, Naples, Florida 33940.

ARTICLE V. TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VI. OFFICERS

The initial officers and directors of this corporation are:

Charles A. Blankenship President/Treasurer/Director
1181 Hurricane Harbor Lane
Naples, Florida 33940

Mary Jane Blankenship Vice President/Secretary/Director
1181 Hurricane Harbor Lane
Naples, Florida 33940

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these
Articles of Incorporation is:

Charles A. Blankenship
1181 Hurricane Harbor Lane
Naples, Florida 33940

The Incorporator herein is eighteen (18) years of age or
over.

IN WITNESS WHEREOF, The undersigned has hereunto set my
hand this 25th day of March, 1996



Charles A. Blankenship
Incorporator

1181 Hurricane Harbor Lane
Naples, Florida 33940

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

I, the undersigned, Charles A. Blankenship of 1181
Hurricane Harbor Lane, Naples, Florida 33940, a resident of the
State of Florida, having been designated as the Registered Agent
in the above and foregoing Articles, is familiar with and
accepts the obligations of the position of Registered Agent
under 607.0505 and 617.0501 Florida Statutes.

March 25, 1996


Charles A. Blankenship

FILED
95 APR -3 PM 2:28
TALLAHASSEE, FLORIDA