

1500 HUGHES STREET  
TALLAHASSEE, FL 32301  
904-222-0071  
FAX 904-222-0191 FAX

800-342-8086



P96000033806

ACCOUNT NO. : 00000000000000000000

REFERENCE : 00000000000000000000

AUTHORIZATION : 00000000000000000000

COST LIMIT : \$ 20,000

ORDER DATE : April 16, 1996

ORDER TIME : 11:50 PM

ORDER NO. : 00000000

100001783681

CUSTOMER NO. : 00000000

CUSTOMER: Darryl Fohrman, Esq  
DARRYL FOHRMAN, ESO

322 Elizabeth  
Key West, FL 33040

DOMESTIC FILING

NAME: HARPET, 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: Harry B. Davis

EXAMINER'S INITIALS:

FILED  
96 APR 17 AM 11:02  
TALLAHASSEE, FLORIDA

RECEIVED  
96 APR 17 AM 10:40  
DIVISION OF CORPORATIONS

THE FORTMAN GROUP

11000A 0000 0000

0000000000  
0000000000

005-296-0000  
FAX: 005-296-5000

April 16, 1996

By Fax to:

CSC  
1201 Hays  
Tallahassee, Florida  
Attention: Harry Davis

Re: Harpet, Inc.

Dear Harry:

Per our conversation this morning, please be advised that I am the attorney for Harpet, Inc., a corporation to be formed in Florida.

A short time ago, on behalf of my clients, I prepared an operating agreement for Harpet, L.C. I will be sending to you, today, by Federal Express, the original operating agreement for Harpet, L.C., for filing by you.

Please be advised that these are affiliated entities. The members of Harpet, L.C. are the same as the shareholders of the corporation to be formed, Harpet, Inc. The ownership of both entities and the operating officers of both are the same. There is full agreement of both entities that no conflict in regard to the name exists.

If you require any further information, please advise. I await faxed copies of the articles.

Sincerely,

Dorryl Fortman

ARTICLES OF INCORPORATION  
OF  
HARPET, INC.

RECEIVED  
JAN 17 1962  
CLERK OF THE COURT  
JAN 17 1962

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

ARTICLE I. NAME

The name of the corporation shall be:

HARPET, INC.

The address of the principal office of this corporation shall be C/O Harry J. Kraut, 7 Higgs Lane, Key West, Florida 33040, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This 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 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. INCORPORATOR

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

Corporation Service Company  
1201 Hays Street  
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on April 16, 1996 .

CORPORATION SERVICE COMPANY

By Karen B. Rozar  
Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and 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 Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

By: Karen B. Rozar  
Its Agent, Karen B. Rozar

HBD/hbd

1201 HAYS STREET  
TALLAHASSEE, FL 32304  
(904) 241-1111

P96000033806



PRENTICE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 109073 4300043

AUTHORIZATION :

*Patricia Pajot*

COST LIMIT : \$ 87.50

*\$122.50*

ORDER DATE : October 3, 1996

ORDER TIME : 9:48 AM

ORDER NO. : 109073

CUSTOMER NO: 4300043

400001965344

CUSTOMER: Marc A. Persily, Legal Asst  
Proskauer Rose Goetz &  
1585 Broadway  
19th Floor  
New York, NY 10036-8299

ARTICLES OF MERGER

ARTS, PLANNING & DESIGN  
COMPANY, INC.

INTO

HARPET, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
96 OCT -4 AM 10:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
96 OCT -4 AM 11:26  
DIVISION OF CORPORATION

N HENDRICKS OCT - 7 1996

**ARTICLES OF MERGER  
Merger Sheet**

.....  
**MERGING:**

**ARTS, PLANNING & DESIGN COMPANY, INC., A NEW YORK  
CORPORATION, NOT QUALIFIED.**

**INTO**

**HARPET, INC., a Florida corporation, P96000033806**

**File date: October 4, 1996**

**Corporate Specialist: Nancy Hendricks**

**Account number: 072100000032**

**Account charged: 122.50**

**ARTICLES OF MERGER  
OF  
ARTS, PLANNING & DESIGN COMPANY, INC.,  
A NEW YORK CORPORATION  
INTO  
HARPET, INC.,  
A FLORIDA CORPORATION**

**FILED**  
96 OCT -4 AM 10:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

To the Secretary of State  
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the foreign business corporation and the domestic business herein named do hereby submit the following Articles of Merger.

1. Annexed hereto and made a part hereof is the Plan of Merger for merging Arts, Planning & Design Company, Inc., a New York corporation with and into Harpet, Inc., a Florida corporation.
2. The merger of Arts, Planning & Design Company, Inc. with and into Harpet, Inc. is permitted by the laws of the jurisdiction of organization of Arts, Planning & Design Company, Inc. and is in compliance with said laws. The date of adoption of the Plan of Merger by the shareholders of Arts, Planning & Design Company, Inc. was September 30, 1996.
3. The shareholders of Harpet, Inc. entitled to vote thereon approved and adopted the aforesaid Plan of Merger by written consent given on September 30, 1996 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.



Executed on September 30, 1996.

ARTS, PLANNING & DESIGN COMPANY, INC.

By: Harry J. Kraut  
Name: Harry J. Kraut  
Capacity: President

HARPET, INC.

By: Harry J. Kraut  
Name: Harry J. Kraut  
Capacity: President

**PLAN OF MERGER** adopted for Arts, Planning & Design Company, Inc., a business corporation organized under the laws of the State of New York, by resolution of its Board of Directors on September 30, 1996, and adopted for Harpet, Inc., a business corporation organized under the laws of the State of Florida, by resolution of its Board of Directors on September 30, 1996. The names of the corporations planning to merge are Arts, Planning & Design Company, Inc., a business corporation organized under the laws of the State of New York, and Harpet, Inc., a business corporation organized under the laws of the State of Florida. The name of the surviving corporation into which Arts, Planning & Design Company, Inc. plans to merge is Harpet, Inc..

1. Arts, Planning & Design Company, Inc. and Harpet, Inc., shall, pursuant to the provisions of the laws of the State of and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Harpet, Inc., which shall be the surviving corporation at the effective time and date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name, pursuant to the provisions of the Florida Business Corporation Act. The separate existence of Arts, Planning & Design Company, Inc., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the laws of the jurisdiction of its organization.

2. The Articles of Incorporation of the surviving corporation at the effective time and date of the merger shall be the Articles of Incorporation of said surviving corporation and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The present bylaws of the surviving corporation will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall at the effective time and date of merger be converted into no shares of the surviving corporation because all of the shareholders of Arts, Planning & Design Company, Inc. currently own all of the shares of Harpet, Inc.

in the same proportions. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the non-surviving corporation, and the Plan of Merger herein made and approved shall be submitted to the shareholders of the surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act.

7. In the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the non-surviving corporation, and in the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of New York and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

1201 HAYS STREET  
TALLAHASSEE, FLORIDA 32301  
904-224-1911 FAX  
P 960000 33806

**CSC networks**

PROSECUTOR  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 129608 4300043

AUTHORIZATION : Patricia Pizutto

COST LIMIT : \$ 35.00

ORDER DATE : October 23, 1996

ORDER TIME : 9:52 AM

ORDER NO. : 129608-005

200001984992--4

CUSTOMER NO: 4300043

CUSTOMER: Marc A. Persily, Esq  
Proskauer Rose Goet. &  
1585 Broadway  
19th Floor  
New York, NY 10036-8299

DOMESTIC AMENDMENT FILING

NAME: HARPET, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: THELTON WASHINGTON

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
96 OCT 24 PM 3:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
RECEIVED  
96 OCT 24 AM 11:27  
DIVISION OF CORPORATION

NC  
10-29

**ARTICLES OF AMENDMENT  
OF  
HARPET, INC.**

To the Secretary of State  
State of Florida

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the corporation hereinafter named (the "corporation") does hereby adopt the following Articles of Amendment.

1. The name of the corporation is Harpet, Inc.
2. Article 1 of the Articles of Incorporation of the corporation is hereby amended to read as follows:

"The name of the corporation shall be:

ARTS PLANNING & DESIGN COMPANY, INC.

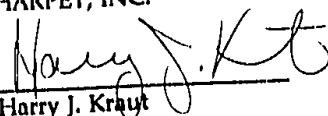
The address of the principal office of this corporation shall be Arts Planning & Design Company, Inc., 1401 Washington, Key West, Florida 33040 and the mailing address of the corporation shall be the same."

3. The date of adoption of the aforesaid amendment was October 3, 1996.
4. The number of votes cast for the said amendment by the shareholders was sufficient for approval thereof.

Executed on October 3, 1996.

HARPET, INC.

By:  
Name:  
Capacity:

  
Harry J. Kraut  
President