

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
904-222-0101 FAX

000-342-8086

996000042417



networks

PRIENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 957791 4374271

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia P. Jett

ORDER DATE : May 17, 1996

ORDER TIME : 10:36 AM

ORDER NO. : 957791

CUSTOMER NO: 4374271

600001827306

CUSTOMER: David M. Krause, Esq.
HERZFELD & RUBIN

Suite 1501
801 Brickell Avenue
Miami, FL 33131

DOMESTIC FILING

NAME: IATSE 477, 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: GLS

EXAMINER'S INITIALS:

FILED
96 MAY 17 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 MAY 17 PM 12:28
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

IATSE 477, INC.

FILED
MAY 17 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned adopts the following Articles of Incorporation to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be IATSE 477, Inc.

ARTICLE II - COMMENCEMENT & DURATION

The corporation shall commence its existence upon filing of these Articles of Incorporation and shall exist perpetually unless sooner dissolved according to law.

ARTICLE III - ADDRESS

The mailing address of the corporation is 8025 N.W. 36th Street, #303, Miami, Florida 33166.

ARTICLE IV - STATED CAPITAL

The corporation is authorized to issue the following capital stock:

No. Shares

Par Value

100

\$1.00

Subject to applicable Florida Statutes, every Shareholder, upon the sale of any new stock of the corporation of the same kind, class or series as he or she already holds, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V - REGISTERED AGENT

The name and address of the Registered Agent of the corporation are Robin I. Willner, Esq. c/o Herzfeld & Rubin 801 Brickell Avenue, Suite #1501, Miami, Florida 33131

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of the corporation is Robin I. Willner, 801 Brickell Avenue, Suite #1501, Miami, Florida 33131.

ARTICLE VII - BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be increased or decreased from time to time thereafter according to the bylaws of the corporation but shall never be less than one. The name and address of the initial director of this corporation is NORMAN ZUCKERMAN.

ARTICLE VIII - SHAREHOLDER PROPERTY

Private property of the shareholders shall not be subject to the payment of the corporation's debts. The corporation shall have a first lien on the shares of its shareholders and upon the

dividends due them for any indebtedness of the shareholders to the corporation.

ARTICLE IX - AMENDMENTS TO ARTICLES

The Directors shall have the power to amend or repeal these Articles of Incorporation with not less than a two-thirds vote of the common stock.

IN WITNESS WHEREOF, the undersigned incorporator executes these Articles of Incorporation this 15th day of May, 1996.


ROBIN I. WILLNER, Incorporator

ACCEPTANCE BY REGISTERED AGENT

The undersigned accepts the appointment as Registered Agent of
IATSE 477, INC.

Dated this 15th day of May, 1996.


ROBIN I. WILLNER, Registered Agent

1201 HAYS STREET
TALLAHASSEE, FL 32304-2007
904-222-9071
904-222-9072

800-342-8086



P96000042417

ACCOUNT NO. : 072100000032

REFERENCE : 047791 4374271

AUTHORIZATION :

COST LIMIT :

\$ 35.00

Patricia Pysko

ORDER DATE : August 8, 1996

ORDER TIME : 1:12 PM

ORDER NO. : 047791

CUSTOMER NO: 4374271

CUSTOMER: Ms. Robin Willner
Herzfeld & Rubin
Suite 1501
801 Brickell Avenue
Miami, FL 33131

000001217872

DOMESTIC AMENDMENT FILING

NAME: IATSE 477, 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: Cindy Helentjaris

EXAMINER'S INITIALS:

FILED
96 AUG -8 PM 4:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA

RECEIVED
96 AUG -8 PM 3:33
DIVISION OF CORPORATION

8/9
John
Name Change

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
LAWSE 477, INC.

96 AUG -8 PM 4:30
SECRETARY'S OFFICE
DALLAHASSEE FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. Article I - NAME of the Corporation of the Original Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

ARTICLE I - NAME

The name of the Corporation shall be DARTEN & SCOTT, INC..

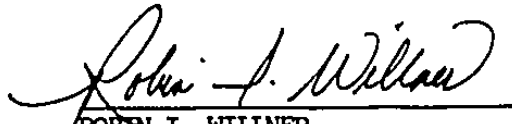
2. Article III - ADDRESS of the original Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

ARTICLE III - ADDRESS

The mailing address of the corporation is 801 Brickell Avenue, Suite #1501, Miami, Florida 33131.

3. The date of each amendment's adoption is August 6th, 1996.
4. This amendment was adopted by the incorporator without shareholder action and shareholder action was not required.

SIGNED this 7th day of August, 1996.


ROBIN I. WILLNER
Sole Incorporator

P96000042417

1201 DAYS STREET
TALLAHASSEE, FL 32301-2007
800-342-8086
TALLAHASSEE, FL 32301-2007
TALLAHASSEE, FL 32301-2007



ACCOUNT NO. : 072100000032

REFERENCE : 155130 4374271

AUTHORIZATION : Patricia Pyjute

COST LIMIT : \$ 35.00

FILED
96 NOV 14 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : November 14, 1996

ORDER TIME : 11:03 AM

ORDER NO. : 155130-005

CUSTOMER NO: 4374271

500002005005--5

CUSTOMER: Kenneth Baxter, Esq
Herzfeld & Rubin
Suite 1501
801 Brickell Avenue
Miami, FL 33131

DOMESTIC AMENDMENT FILING

NAME: DARREN & SCOTT, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

RECEIVED
96 NOV 14 PM 12:21
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS:

Amendment
w/ Name Change
11/14/96 [Signature]

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
DARRIN & SCOTT, INC.

96 NOV 14 PM 3:03
TELETYPE UNIT
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. Article I - NAME of the Corporation of the Original Articles of Incorporation and subsequent amendment changing the name is hereby deleted in its entirety and replaced with the following:

ARTICLE I - NAME

The name of the Corporation shall be STRATEGIC PERFORMANCE, INC.

2. Article III - ADDRESS of the original Articles of Incorporation is hereby deleted in its entirety and replaced with the following:

ARTICLE III - ADDRESS

The mailing address of the corporation is 801 Brickell Avenue, Suite #1501, Miami, Florida 33131.

3. The date of each amendment's adoption is November 13th, 1996.
4. This amendment was adopted by the incorporator without shareholder action and shareholder action was not required.

SIGNED this 13th day of November, 1996.


ROBIN I. WILLNER
Sole Incorporator