

• Law Offices

HOLLAND & KNIGHT

One East Broward Boulevard
P.O. Box 14070 (ZIP 33302-4070)
Fort Lauderdale, Florida 33301

954-525-1000
FAX 954-483-2030

May 15, 1996

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A Partnership Including Professional Corporations

Atlanta
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Orlando

St. Petersburg
Tallahassee
Tampa
Washington, D.C.
West Palm Beach

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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*****122.50 *****122.50

RE: HOLMES-ARCH INCORPORATED
Our File No. 46724-00001

Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation for the referenced corporation, along with our trust account check in the amount of \$122.50.

Please provide us with a certified copy of the Articles of Incorporation as soon as possible.

Sincerely,


Robert E. Ferris, Esq.
For the Firm

REF:sg

FTL1-190710

FILED
56 MAY 23 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER MAY 30 1996

**ARTICLES OF INCORPORATION
OF
HOLMES-ARCH INCORPORATED**

RECEIVED
96 MAY 23 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is HOLMES-ARCH INCORPORATED

ARTICLE II

The general nature of the business or businesses to be transacted by this corporation is to engage in any business not prohibited under the laws of the State of Florida or any political subdivision thereof or the laws of the United States, or under the Florida General Corporation Act.

ARTICLE III

The maximum number of shares of stock this corporation is authorized to have outstanding at any time shall be as follows: 500 shares of common stock with a par value of \$1.00 per share.

ARTICLE IV

This corporation shall exist perpetually.

ARTICLE V

The principal place of business of this corporation shall be located at 5900 N. Andrews Ave., Suite 900, Ft. Lauderdale, FL 33309, and it may have such other places of business both within and without the State of Florida and in foreign countries as may be necessary or convenient.

ARTICLE VI

The street address of the initial registered office of this corporation is 5900 N. Andrews Ave., Suite 900, Ft. Lauderdale, FL 33309 and the name of the initial registered agent of this corporation is Michael Holmes.

ARTICLE VII

The business of this corporation shall be conducted by a Board of Directors consisting of not less than one (1), but no more than five (5) Directors, the exact number of Directors to be fixed by the By-Laws of this corporation.

ARTICLE VIII

The names and post office addresses of the first Board of Directors and the officers of this corporation who shall hold office until their successors are elected and have qualified are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Michael Holmes	President	5900 N. Andrews Ave. Ft. Lauderdale, FL 33309
Gerald Arch	Secretary/ Treasurer	5900 N. Andrews Ave. Ft. Lauderdale, FL 33309

ARTICLE IX

The names and addresses of the subscriber(s) to these Articles of Incorporation, together with the number of shares each agrees to take and the consideration to be paid therefor, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES AMOUNT</u>
Michael Holmes	5900 N. Andrews Ave. Ft. Lauderdale, FL	100
Gerald Arch	5900 N. Andrews Ave. Ft. Lauderdale, FL	100

ARTICLE X

Special provisions for the regulation of this corporation are as follows:

1. The annual meeting of the Stockholders and Directors of this corporation shall be held on May 1st of each year.

2. Any meeting of the Stockholders or Board of Directors may be held either within or without the State of Florida, with notice thereof to all of the Stockholders entitled to vote.

3. The officers of this corporation shall be a President, Vice President, Secretary and Treasurer, and such other officers as the Board of Directors may deem necessary. Any one person may hold two (2) offices except the offices of President and Secretary.

4. The Directors of the Corporation are expressly authorized to accept in payment for consideration of shares of stock having a value not less than the par value of the shares issued therefor. The consideration therefore may be paid, in whole or in part, in real or personal property of any kind or nature, including accounts receivable, inventories of raw materials or finished products, furniture, fixtures, automotive equipment, machinery, buildings, cash, services performed for the corporation. The value placed upon said property in payment for capital stock shall be deemed conclusive and shall be binding upon the Directors, officers and upon the present and future stockholders of the corporation.

5. The directors of the corporation are specifically empowered to pass on and fix the compensation of Directors,

officers, employees and agents of the corporation and to enter into agreements, respecting the same.

6. The initial By-Laws of this corporation shall be adopted by the Board of Directors. Thereafter, any amendments or additions to the By-Laws shall be adopted in accordance with the procedures outlined in said By-Laws.

ARTICLE XI

No contract or other transaction between the corporation and any other corporation and no act of the corporation shall be in any way affected or invalidated by the fact that any of the Directors of the corporation are pecuniary or otherwise interested in, or are Directors of or officers of such other corporations, any director individually, or any firm of which any Director may be a member, may be a party to or may be pecuniary or otherwise interested in, any contract or transaction of the corporation provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any Director of the corporation who is also a Director or officer of such corporation or who is so interested may be counted in determining the existence of a quorum at a meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction with like force and effect as if he were not such Director or officer of such other corporation or not so interested; and each and every person who may become a Director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the

benefit of himself or any firm or corporation in which he may be in anywise interested.

ARTICLE XII

1. No person shall be liable to the corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him as a Director or officer of the corporation in good faith, if such person (a) exercised or used the same degree of care and skill as a prudent man would have exercised or used under the circumstances in the conduct of his own affairs, or (b) took or omitted to take such action in reliance upon advice of counsel for the corporation or upon statements made or information furnished by officers or employees of the corporation which he had reasonable grounds to believe.

2. The corporation shall have the power to indemnify any and all of its Directors or officers or former Directors, officers, or employees of the corporation who may have served at its request as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise in which it owns shares of capital stock or of which it is a creditor, against liability and expenses actually or necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any one of them, are made parties or a party to any proceeding, by reason of being or having been a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise except in relation to matters as to which any such Director or officer or former Director or officer

or person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty.

3. In case of a criminal action, suit or proceeding, a conviction or judgment (whether based on a plea of guilty or nolo contendere or its equivalent, or after trial), shall not be deemed as adjudication that such Director or officer or person is liable for negligence or misconduct in the performance of his duties, if such director or officer or person was acting in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation, except that no indemnification shall be made in respect to any claim, issue, or matter as to which such person shall have been adjudged to be liable unless and only to the extent that, the court in which such proceeding was brought, or may be brought, shall determine upon application that despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses which such court shall deem proper.

4. In case any such action, suit or proceeding shall result in a settlement, and if the judgment of a disinterested majority of the Board of Directors or of any disinterested committee or group of persons to whom the question may be referred by the Board of Directors, any such person acted in good faith, and was not negligent or guilty of bad faith in relation to the matters complained of therein, the corporation shall reimburse him for or indemnify or against all costs and expenses reasonably incurred by

him in connection therewith, other than for any sums paid to the corporation.

5. Such indemnification shall not be deemed exclusive of any rights to which those indemnified may be entitled under any by-laws, agreements, vote of stockholders, or otherwise.

ARTICLE XIII



No stockholder of this corporation shall, because of his ownership of any of the capital stock of the corporation, have a preemptive or other right to purchase, subscribe for, or otherwise acquire any portion of any proportional amount of the corporation's unissued capital stock or debt of the corporation, whether in the form of capital stock, debenture, bond or other security convertible into or carrying options or warrants for the purchase of capital stock of the corporation which may be issued, unissued, optioned or sold by the corporation subsequent to the filing of these Articles of Incorporation. All or any portion of the capital stock of this corporation and any promissory notes, debentures, bonds or other securities convertible into or carrying options or warrants to purchase any of the authorized capital stock of this corporation may, at any time, and from time to time, be issued, optioned, sold or disposed of to such persons and upon such terms and conditions in any manner permitted by law without first offering any of such capital stock, promissory notes, debentures, bonds or other securities, or any part thereof, to existing stockholders of the corporation.

ARTICLE XIV

These Articles of Incorporation may be amended in the manner provided by law. Any adoption for the amendment to these Articles must be recommended by the Board of Directors to the shareholders and approved in the Shareholders at a meeting by a majority of the shareholders entitled to vote thereon, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

The undersigned, being the original subscriber and incorporator of the foregoing corporation hereby certifies that the foregoing constitutes the proposed Articles of Incorporation of HOLMES-ARCH INCORPORATED.

WITNESS my hand and seal this 10th day of May, 1996.

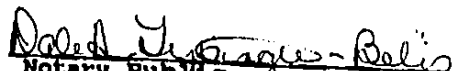

MICHAEL HOLMES

GERALD ARCH

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority, personally appeared Michael Holmes and Gerald Arch, to me well known to be the incorporator described in and who executed and subscribed to the foregoing Articles of Incorporation, and they acknowledged to and before me that they executed and subscribed to the same for the purposes herein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 10th day of May, 1996.

My Commission Expires:


Notary Public
DALE A. TYSINGER-BELIS
Notary Public, State of Florida
No. CC# 421372
Commission Expires November 12, 1998

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

Pursuant of Section 48.091 and Section 607.034(3), Florida Statutes, the following is submitted in compliance with said Sections:

HOLMES-ARCH INCORPORATED desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at the City of Ft. Lauderdale, County of Broward, State of Florida, has named Michael Holmes located at 5900 N. Andrews Ave., Ft. Lauderdale, County of Broward, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Sections relative to keeping open said office.


MICHAEL HOLMES
REGISTERED AGENT

DATED this May 10, 1996.

FTL1-188275

FILED
96 MAY 23 PM 12:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA