

*P96000046610*  
**WALKER & KOEGLER**  
ATTORNEYS AND COUNSELORS AT LAW

STEVEN C. KOEGLER  
JAMES V. WALKER  
PHILLIP I. DILLINGHAM  
ALAN D. HENDERSON

10101 DEERWOOD PARK BOULEVARD  
BUILDING 100, SUITE 200  
JACKSONVILLE, FLORIDA 32256-0887

TELEPHONE (904) 990-9800  
FAX (904) 990-0800  
e-mail: [ack@wk.com](mailto:ack@wk.com)

REPLY TO:  
P.O. BOX 860887  
JACKSONVILLE, FL 32256-0887

May 23, 1996

New Filings Section  
Corporation Division  
Post Office Box 6327  
Tallahassee, Florida 32314

900001842089  
-05/23/96--01026--010  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Esposito & Cheek, Inc.

Gentlemen:

Enclosed herewith are the original Articles of Incorporation for the above entity to be filed in your office. Also enclosed is our check in the amount of \$70.00 to cover the following filing fees:

Filing fee	\$ 35.00
Registered Agent fee	<u>35.00</u>
Total	\$ 70.00

The principals of Esposito & Cheek, Inc. are also the principals of Esposito, Cheek & Associates, Inc. Therefore, there is no name infringement.

We have enclosed a photocopy of the Articles for you to stamp and return. If you have any questions regarding this matter, please call me.

Very truly yours,

WALKER & KOEGLER, P.A.

*Peggy Adolphson*

Peggy Adolphson  
Legal Assistant

EFFECTIVE DATE  
5-23-96

FILED  
95 MAY 28 PM 12:54  
TALLAHASSEE, FLORIDA

pa  
Enclosures

D. BROWN JUN - 3 1996

ARTICLES OF INCORPORATION  
OF  
ESPOSITO & CHEEK, INC.

The undersigned hereby files these Articles of Incorporation for the purpose of becoming a corporation for profit under the laws of the State of Florida.

ARTICLE I.

The name of the Corporation shall be: Esposito & Cheek, Inc.

ARTICLE II.

The Corporation shall have perpetual existence.

ARTICLE III.

The general nature of the businesses to be transacted by the Corporation shall be as follows:

Section 1. To engage in any activity or business permitted under the laws of the United States of America and of this State;

Section 2. To buy, sell and otherwise dispose of, hold, own, improve, lease, mortgage and otherwise encumber, and to trade and deal in all kinds of real estate and any interests therein;

Section 3. To buy, sell and otherwise dispose of, hold, own, manufacture, produce, export, import, mortgage, pledge, hypothecate and otherwise encumber, and to trade and deal in all kinds of personal property, either as principal or agent, upon commission or otherwise;

Section 4. To acquire by subscription, purchase or otherwise, to hold for investment or resale, to mortgage, pledge, hypothecate and to sell or otherwise dispose of, and in all ways to trade and deal in and with, as principal or agent, and upon commission or otherwise, stocks, bonds, notes, debentures, mortgages, certificates of indebtedness, and other obligations and securities of individuals and of corporations, private or public, domestic or foreign, and of municipal and governmental subdivisions, agencies and authorities, and investment securities and choses in action generally; with power to issue its own securities in exchange therefor to the extent permitted by the corporation laws of the State of Florida; to collect the interest and dividends on its holdings as well as the principal thereof; to make advances upon or for the benefit of, and to do all things suitable and proper for the protection, conservation or enhancement in value of any securities, choses in action, properties or investments held by it; and to possess and exercise, with respect thereto, all

EFFECTIVE DATE  
5.23.96

of the rights, powers and privileges of individual owners or holders thereof, and to exercise any and all voting powers thereon;

Section 5. Without limit as to amount, to borrow money for the purposes of the Corporation, to draw, make, accept, endorse, discount, execute, issue and transfer promissory notes, debentures, bills of exchange, bonds, warrants and other negotiable or transferable instruments, and to issue, sell and dispose of bonds, notes, debentures or other obligations of the Corporation from time to time for any of its objects and purposes, with or without security, and, if so determined, to secure the same by mortgage, pledge, deed of trust or otherwise;

Section 6. To acquire the goodwill, rights and property, and the whole or any part of the assets, tangible or intangible, and to undertake or in any way assume the liabilities, of any person, firm, association or corporation; to pay therefor in cash, the stock, bonds, notes, debentures or other obligations of the Corporation, or otherwise, or by undertaking the whole or any part of the liabilities of the transferor; to hold or in any manner dispose of the whole or any part of the property so acquired; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business;

Section 7. To aid by loan, subsidy, guaranty, or in any other manner, any corporation, firm, syndicate, association or individual to the extent the Shareholders deem advisable to promote the business, interests and purposes of the Corporation, and any corporation whose stocks, bonds, securities or other obligations are in any manner, either directly or indirectly, held or guaranteed by the Corporation; to do any and all other acts or things toward the protection, conservation or enhancement in value of any such stocks, bonds, securities or other obligations, and to do all and any acts or things designed to accomplish any such purpose;

Section 8. To employ its surplus earnings or accumulated profits from time to time as its Shareholders may determine to purchase or otherwise acquire, to hold or otherwise utilize, and to reissue, sell, or otherwise dispose of or turn to account, as its Shareholders may from time to time determine, the stocks, bonds, debentures or other securities of the Corporation, to the extent permitted by law;

Section 9. To acquire, hold, use, lease, grant licenses in respect of, pledge, mortgage, sell, assign or otherwise dispose of letters patent of the United States or any foreign country,

patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of the Corporation;

Section 10. To enter into, make, perform and carry out, without limit as to amount, contracts and arrangements pertaining to the business of the Corporation, including, but not limited to, arrangements for the sharing of profits, union of interests, joint ventures, reciprocal concessions or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, located in or organized under the laws of any authority in any part of the world, and to obtain from any such governmental, municipal or public authority any rights, privileges or concessions which the Corporation may think desirable to obtain, and to carry out, exercise and comply with any such rights, privileges and concessions;

Section 11. To have one or more offices, and to carry on its operations and to transact its business and promote its objects and purposes in any part of the world, either alone or with other individuals, firms, syndicates, partnerships, associations, corporations, authorities or other entities, without restriction as to place or amount, and to do all lawful acts and things necessary, suitable or proper for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth.

IN GENERAL, and in connection with the foregoing, the Corporation shall have and may use, exercise and enjoy all the powers of like corporations conferred by the corporation laws of the State of Florida, it being expressly provided that the enumeration of the objects, powers or purposes hereinabove specified shall not be held to limit or restrict in any manner the objects, powers and purposes of the Corporation, and that the objects, powers and purposes specified in each of the clauses of this Article shall be regarded as independent and cumulative purposes, powers and objects.

#### **ARTICLE IV.**

Section 1. The maximum number of shares of capital stock that the Corporation is authorized to have outstanding at any time shall be Fifty Thousand (50,000) shares of Class A Voting Common Stock having a par value of One Cent (\$.01) per share and Fifty Thousand (50,000) shares of Class B Non-Voting Common Stock having a par value of One Cent (\$.01) per share. All stock issued shall be fully paid and non-assessable.

Section 2. The Class A Voting Common Stock shall have the sole and exclusive voting privileges, each share of Class A Voting Common Stock being entitled to one (1) vote. The sales price to be paid the Corporation for any share of Class A Voting Common Stock at any time sold or transferred shall be no less than the par value. In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or otherwise, the holders of the Class A Voting Common Stock shall be entitled, after payment of the debts of the Corporation, to their aliquot share of all remaining assets of the Corporation in proportion to the total number of shares of Class A Voting Common Stock and Class B Non-Voting Common Stock then issued and outstanding.

Section 3. The Class B Non-Voting Common Stock shall have no voting privileges whatsoever, all such voting privileges being vested solely and exclusively in the Class A Voting Common Stock. In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntarily or otherwise, after the payment of the debts of the Corporation, the holders of the Class B Non-Voting Common Stock and the holders of the Class A Voting Common Stock shall be entitled, after payment of the debts of the Corporation, to their aliquot share of all the remaining assets of the Corporation in proportion to the total number of shares of the Class B Non-Voting Common Stock and the Class A Voting Common Stock then issued and outstanding.

Section 4. The Shareholders, regardless of the class of stock held, shall have no preemptive rights with respect to the capital stock or securities of the Corporation of any class, and the Corporation from time to time may issue and sell shares of its capital stock of any class, may issue and grant rights and options to purchase shares of such capital stock and may issue and sell its bonds, notes, debentures, and other securities convertible into stock of the Corporation without offering such shares, rights or options to purchase shares, bonds, notes, debentures or other securities (whether now or hereafter authorized) to the Shareholders then holding shares of its capital stock.

#### **ARTICLE V.**

The principal office of this Corporation shall be 6650 Southpoint Parkway, Suite 225, Jacksonville, Florida 32216.

#### **ARTICLE VI.**

The street address of the initial registered office of this Corporation in Florida shall be 10151 Deerwood Park Blvd., Bldg. 100, Suite 200, Jacksonville, Florida 32256, and its initial registered agent at that address shall be Steven C. Koegler. The registered office and

registered agent of the Corporation may be changed from time to time upon notification to the proper authorities.

#### **ARTICLE VII.**

The number of the Directors of this Corporation shall not be less than one nor more than seven as fixed from time to time by the provisions of the Bylaws.

#### **ARTICLE VIII.**

The names and street addresses of the members of the first Board of Directors, who, subject to the provisions of the Bylaws and these Articles of Incorporation, shall hold office for the first year of the Corporation's existence or until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Street Address</u>
Robert Esposito	6650 Southpoint Parkway, Suite 225 Jacksonville, Florida 32216
Fred Cheek	6650 Southpoint Parkway, Suite 225 Jacksonville, Florida 32216

#### **ARTICLE IX.**

The Corporation's Board of Directors is specifically authorized from time to time to enter into agreements not inconsistent with these Articles or the law with respect to the alienation, sale, pledge, purchase and redemption of shares of stock of the Corporation.

#### **ARTICLE X.**

In furtherance and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the Corporation:

Section 1. Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the Bylaws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the Corporation except such as may be by statute, or by the Articles of Incorporation or amendment thereto, or by the Bylaws as constituted from time to time, expressly conferred upon or reserved to the Shareholders.

Section 2. Subject always to such Bylaws as may be adopted from time to time by the Shareholders, the Board of Directors is expressly authorized to adopt, alter and amend the Bylaws of the Corporation, but any Bylaws adopted, altered or amended by the Directors may be altered, amended or repealed by the Shareholders.

Section 3. The Corporation shall have such officers as from time to time may be provided in the Bylaws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the Bylaws or as may be determined from time to time by the Board of Directors subject to the Bylaws.

Section 4. No Director or officer of this Corporation shall, in the absence of fraud, be disqualified by his office from dealing or contracting with this Corporation either as vendor, purchaser or otherwise, nor, in the absence of fraud, shall any contract, transaction or act of this Corporation be void or voidable or affected by reason of the fact that any such Director or officer, or any firm of which any such Director or officer is a member or an employee, or any corporation of which any such Director or officer is an officer, Director, Shareholder or employee, has any interest in such contract, transaction or act, whether or not adverse to the interest of this Corporation, even though the vote of the Director or Directors or officer or officers having such interest shall have been necessary to obligate this Corporation upon such contract, transaction or act; and no Director or Directors or officer or officers having such interest shall be liable to this Corporation or to any Shareholder or creditor thereof or to any other person for any loss incurred by it under or by reason of any such contract, transaction or act; nor shall any such Director or Directors or officer or officers be accountable for any gains or profits realized thereon.

#### **ARTICLE XI.**

Any action of the Shareholders may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Notice of any such action so taken shall be given within ten (10) days of the date of such action to those Shareholders entitled to vote thereon who did not give their written consent.

#### **ARTICLE XII.**

If all, or any, of the Shareholders or Subscribers to the stock of the Corporation shall enter into any agreement between themselves or with the Corporation or third persons, abridging,

limiting, restricting or changing the rights or interest of any one or more of the Shareholders or Subscribers to sell, assign, transfer, mortgage, pledge, hypothecate or transfer on the books of the Corporation, any and all of the stocks of the Corporation held by them, and if a copy of the agreement is filed with the Corporation, all certificates of shares, subject to such agreement or restriction, shall have a reference thereto endorsed thereon by an officer of the Corporation and such stock shall not thereafter be transferred on the books of the Corporation except in accordance with the terms and provisions of the agreement. If the agreement so provides, the certificates of stock shall be registered so that shares standing in the name of any person as pledgee, trustee or other fiduciary may be voted, in person or by proxy, and without proof of authority.

#### **ARTICLE XIII.**

The affirmative vote of holders of fifty-one percent (51%) of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- (a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- (b) Reorganization, merger or consolidation of the Corporation;
- (c) Sale, lease or exchange of the major portion of the property or assets of the Corporation; and
- (d) Dissolution of the Corporation.

#### **ARTICLE XIV.**

A Shareholder shall not be liable for dividends illegally declared, distributions illegally made to Shareholders or any other action taken in reliance in good faith upon financial statements of the Corporation represented to him to be correct by the President of the Corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the Corporation; nor shall there be any liability if in good faith in determining the amount available for dividends or distribution, the Shareholder considers the assets to be of ample value.

#### **ARTICLE XV.**

The Shareholders may authorize the Corporation to enter into employment contracts with any executive officer for periods longer than one (1) year, and any Article or By-law



provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

#### ARTICLE XVI.

The name and street address of the Incorporator of these Articles of Incorporation is as follows:

<u>Name</u>	<u>Street Address</u>
Steven C. Koegler	10151 Deerwood Park Blvd., Bldg. 100, Suite 200 Jacksonville, Florida 32256

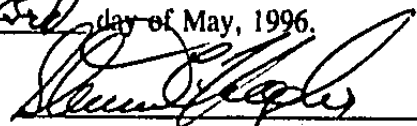
#### ARTICLE XVII.

This Corporation reserves the right to amend, alter, change or repeal any provisions contained herein in the manner now or hereafter prescribed by law, and all rights conferred on Shareholders herein are granted subject to this reservation.

#### ARTICLE XVIII.

The date that corporate existence shall begin shall be May 23, 1996. This election is pursuant to Florida Statute 607.0203.

IN WITNESS WHEREOF, the undersigned subscribing incorporator, has hereunto set his hand and seal for the purpose of forming this Corporation under the laws of the State of Florida, and does hereby make, subscribe, acknowledge and file in this office of the Secretary of State of the State of Florida these Articles of Incorporation and does certify that the facts herein stated are true, all on this 23rd day of May, 1996.

  
\_\_\_\_\_  
Steven C. Koegler

STATE OF FLORIDA )

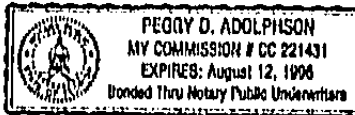
COUNTY OF DUVAL )

The foregoing Articles of Incorporation were acknowledged before me this 23rd day of May, 1996, by Steven C. Kogler, who is personally known to me or who has produced identification.

Peggy D. Adolphson  
Notary Public, State of Florida at Large

Notary's Stamped or Printed Name:

My Commission Expires:



X Personally known.

\_\_\_\_ Produced \_\_\_\_\_ as identification.

FILED  
JAN 28 1985  
CLERK OF COURT  
JACKSONVILLE, FLORIDA


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

In pursuance of Section 607.0501 of the Florida Statutes, the following is submitted in compliance with the Florida Business Corporation Act:

First, that Esposito & Cheek, 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 Jacksonville, County of Duval, State of Florida, has named Steven C. Koegler, located at 10151 Deerwood Park Blvd., Bldg. 100, Suite 200, Jacksonville, Florida 32256, as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above stated Corporation at the place designated in this certificate, and being familiar with the duties and responsibilities as registered agent for said Corporation, I hereby agree to act in this capacity and to comply with the provisions of said Act.

By:   
Steven C. Koegler, Registered Agent

1301 HAYS STREET  
TALLAHASSEE, FL 32301-2607  
904-222-9171  
904-222-0391 FAX

800-342-8086

**CSO networks**

PROSTATE HALL  
LEGAL & FINANCIAL SERVICES

**P96000046610**

ACCOUNT NO. : 072100000032

REFERENCE 970365

AUTHORIZATION

*Patricia Pzynt* 0915A

COST LIMIT : \$ 70.00

ORDER DATE : May 30, 1996

ORDER TIME : 10:17 AM

ORDER NO. : 970365

CUSTOMER NO: 10915A

000001844590

CUSTOMER: Peggy Adolphson, Legal Asst  
Walker & Koegler  
Suite 200 Building 100  
10151 Deerwood Park Blvd.  
Jacksonville, FL 32256

EFFECTIVE DATE

*6/1/96*

ARTICLES OF MERGER

ESPOSITO, CHEEK & ASSOCIATES,  
INC.

INTO

ESPOSITO & CHEEK, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY  
XXX PLAIN STAMPED COPY

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED  
96 MAY 30 PM 2:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
96 MAY 30 AM 11:07  
DIVISION OF INFORMATION

*Corrected  
orig inc date  
of Survivor*

*Sp 5/30/96*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

ESPOSITO, CHEEK & ASSOCIATES, INC.  
a FL Corp., #P94000038394

INTO

ESPOSITO & CHEEK, INC. which changed its name to

**ESPOSITO, CHEEK & ASSOCIATES, INC.,** a Florida corporation,  
P96000046610.

File date: May 30, 1996 , effective June 1, 1996

Corporate Specialist: Susan Payne

Account number: 072100000032

Account charged: 70.00



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morham  
Secretary of State

May 30, 1996

Daniel W. Leggett  
CSC Networks  
Tallahassee, FL

**RESUBMIT**

Please give original  
submission date as file date.

SUBJECT: ESPOSITO, CHEEK & ASSOCIATES, INC.  
Ref. Number: P94000038394

We have received your document for ESPOSITO, CHEEK & ASSOCIATES, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The surviving corporation ESPOSITO & CHEEK, INC. has not been incorporated as of this date.

Section 607.1105 requires the articles of merger to contain the plan of merger. If there is a separate plan, please attach it as an exhibit, or note in the articles of merger that the plan is contained in the merger itself.

If you have any questions concerning this matter, please either respond in writing or call (904) 487-6901.

Susan Payne  
Senior Corporate Section Administrator

Letter Number: 496A00027064

*Articles sent in by  
Regular mail around 6/5/96,  
possibly in tub of mail.*

RECEIVED  
JUN 5 3 37 PM '96  
DIVISION OF CORPORATIONS  
Thanks,  
*[Signature]*

## ARTICLES AND PLAN OF MERGER

OF

Esposito & Cheek, Inc.  
(The Surviving Corporation)

And

Esposito, Cheek &amp; Associates, Inc.

FILED

96 MAY 30 PM 2:54

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

6/1/96

THESE ARTICLES AND PLAN OF MERGER are entered into this 29th day of May, 1996, between Esposito & Cheek, Inc., a Florida corporation, hereinafter called "ECI" and Esposito, Cheek & Associates, Inc., a Florida corporation, hereinafter called "Associates". ECI and Associates do hereby certify that such Plan and Articles of Merger were approved by the shareholders of ECI entitled to vote on May 29, 1996 and approved by the shareholders of Associates entitled to vote on May 29, 1996. The number of votes cast was sufficient for approval.

WHEREAS, ECI is a corporation organized and existing under the laws of the State of Florida, having been incorporated on May 28, 1996. ECI has an authorized capital stock consisting of 50,000 Class A Voting and 50,000 Class B nonvoting shares of Common Stock, par value \$.01, of which 2,550 Class A Voting Common shares are currently issued and outstanding.

WHEREAS, Associates is a corporation organized and existing under the laws of the State of Florida, having been incorporated on May 17, 1994. Associates has an authorized capital stock consisting of 7,500 shares of Common Stock, par value \$1.00 per share. 255 shares of Common Stock are currently issued and outstanding.

WHEREAS, Associates maintains certain tangible and intangible property related to the rendition of drafting and architectural design services which would be beneficial to the operation of ECI.

WHEREAS, the shareholders of ECI and Associates respectively, deem it advisable and generally to the advantage and welfare of the two corporate parties that Associates merge with and into ECI under and pursuant to the provisions of Section 607.1101, Florida Statutes (1995).

NOW, THEREFORE, in consideration of the premises and of the mutual covenants and agreements contained herein and of the mutual benefits hereby provided, the undersigned corporations, by the hands and seals of their respective President and Secretary, hereby agree and subscribe to the following Plan of Merger.

**Article I.  
Merger.**

Associates shall be, and it hereby is, merged with and into ECI.

**Article II.  
Effective Date.**

The effective date of the merger shall be June 1, 1996, immediately upon compliance with the laws of the State of Florida, such time and effectiveness being hereinafter called the Effective Date.

**Article III.  
Surviving Corporation.**

3.1. ECI (sometimes called "the Surviving Corporation") shall survive the merger herein contemplated and shall continue to be governed by the laws of the State of Florida, but the separate corporate existence of Associates shall cease forthwith upon the Effective Date.

3.2. Upon the Effective Date, the name of the Surviving Corporation shall be Esposito, Check & Associates, Inc.

**Article IV.  
Articles of Incorporation.**

Upon effectiveness of the merger, the Articles of Incorporation of Esposito & Check, Inc. shall be the Articles of the Surviving Corporation, as set forth on Exhibit A hereto, except that Article I is amended to read: The name of the Corporation shall be: Esposito, Check & Associates, Inc.

**Article V.  
Bylaws.**

The bylaws of ECI shall be the bylaws of the Surviving Corporation following the Effective Date unless and until the same shall be amended or repealed in accordance with the provisions thereof.

**Article VI.  
Further Assurances of Title.**

If any time the Surviving Corporation shall consider or be advised that any acknowledgments or assurances in law or other similar actions are necessary or desirable in order to



acknowledge or confirm in and to the Surviving Corporation any right, title or interest of Associates held immediately prior to the Effective Date or to complete any administrative or regulatory requirements related to the merger, Associates and its proper officers and directors shall and will execute and deliver all such acknowledgments or assurances in law and do all things necessary or proper to acknowledge or confirm such right, title, or interest in the Surviving Corporation or to complete such administrative or regulatory requirements as shall be necessary to carry out the purposes of this Agreement of Merger and the Surviving Corporation and the proper officers and directors thereof are fully authorized to take any and all such action in the name of Associates or otherwise.

Associates shall from time to time, as and when requested by the Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.

#### **Article VII. Authorized Capital.**

The authorized capital stock of the Surviving Corporation following the Effective Date shall be 50,000 shares of Class A Voting Common Stock and 50,000 shares of Class B Nonvoting Common Stock, \$.01 par value, unless and until the same shall be changed in accordance with the laws of the State of Florida.

#### **Article VIII. Conversion of ECI Stock.**

Forthwith upon the Effective Date, each of the issued and outstanding shares of the Common Stock of ECI and all rights in respect thereof shall be converted into one fully paid and nonassessable share of Class A Common Stock of the Surviving Corporation, and each certificate nominally representing shares of Common Stock of ECI shall for all purposes be deemed to evidence the ownership of a like number of shares of Common Stock of the Surviving Corporation. The holders of such certificates shall not be required immediately to surrender the same in exchange for certificates of Common Stock of the Surviving Corporation but, as certificates nominally representing shares of Common Stock of ECI are surrendered for transfer, the Surviving Corporation will cause to be issued certificates representing shares of Common Stock of the Surviving Corporation and, at any time upon surrender by any holder of certificates nominally representing shares of Common Stock of ECI, the Surviving Corporation will cause to be issued therefor certificates for a like number of shares of Common Stock of the Surviving Corporation.

**Article IX.**  
**Retirement of Associates Stock.**

Forthwith upon the Effective Date, each of the 500 shares of the Common Stock of Associates stock presently issued and outstanding shall be retired and cancelled, and no shares of stock of the Surviving Corporation shall be issued in respect thereof.

**Article X.**  
**Book Entries.**

The merger contemplated hereby shall be treated as a pooling of interest and as of the Effective Date entries shall be made upon the books of the Surviving Corporation in accordance with the following:

10.1. The assets and liabilities of Associates shall be recorded at the amounts at which they are carried on the books of Associates immediately prior to the Effective Date with appropriate adjustment to reflect the retirement of the 100 shares of Common Stock of ECI presently issued and outstanding.

10.2. There shall be credited to Capital Account the aggregate amount of the par value per share of all of the Common Stock of the Surviving Corporation resulting from the conversion of the outstanding Common Shares of Associates.

10.3. There shall be credited to Capital Surplus Account an amount equal to that carried on the Capital Surplus Account of Associates immediately prior to the Effective Date.

10.4. There shall be credited to Earned Surplus Account an amount equal to that carried on the Earned Surplus Account of Associates immediately prior to the Effective Date.

**Article XI.**  
**Directors.**

The Board of Directors of the Surviving Corporation following the Effective Date shall consist of two members, who shall hold office from the Effective Date until the next annual meeting of shareholders of Surviving Corporation, until successors shall be elected and shall qualify. The names and post office addresses of the directors are as follows:

<u>Name</u>	<u>Street Address</u>
Robert Esposito	6650 Southpoint Parkway, Suite 225 Jacksonville, Florida 32216

Fred Cheek

6650 Southpoint Parkway, Suite 225  
Jacksonville, Florida 32216

**Article XII.  
Officers.**

The officers of the Surviving Corporation following the Effective Date shall be two in number and shall hold office from the Effective Date until their successors shall be elected and shall qualify or until they shall resign or be removed from office. The names and post office addresses of such officers are as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	Robert Esposito	6650 Southpoint Parkway, Suite 225 Jacksonville, Florida 32216
Vice President/ Secretary/Treasurer	Fred Cheek	6650 Southpoint Parkway, Suite 225 Jacksonville, Florida 32216

**Article XIII.  
Place of Business**

The executed Agreement of Merger between ECI and Associates is on file at the principal business office of the Surviving Corporation which is located at 6650 Southpoint Parkway, Suite 225, Jacksonville, Florida 32216. A copy of this Agreement of Merger will be furnished by the Surviving Corporation on request and without cost, to any shareholder of each constituent corporation.

**Article XIV.  
Effect of Merger.**

On the Effective Date of the merger, the Surviving Corporation shall possess all the rights, privileges, powers, franchises, and trust and fiduciary duties, powers and obligations, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of both of the merging corporations, and all and singular, the rights, privileges, powers, and franchises, and trust and fiduciary duties, powers, and obligations, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of both ECI and Associates, and all and singular, the rights, privileges, powers, and franchises, and trust and fiduciary rights, powers, duties, and obligations, of both ECI and Associates, and all property, real, personal, and mixed, and all debts due to either of the merging corporations on whatever account, as well for stock subscriptions as all other things in action or belonging to both ECI and Associates shall be vested in the Surviving Corporation; and all property, rights, privileges, powers, and franchises, and all and every

other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the respective singular corporation; and the title to any real estate, whether vested by deed or otherwise, in either ECI or Associates shall not revert or be in any way impaired by reason of the merger; provided, however, that all rights of creditors and all liens upon any property of either ECI or Associates shall be preserved unimpaired and all debts, liabilities, and duties of the respective singular corporation shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by the Surviving Corporation.

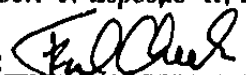
**Article XV.  
Right of Termination.**

This Agreement and Articles of Merger may be terminated and abandoned by action of the Board of Directors of Associates at any time prior to the Effective Date, whether before or after approval by the shareholders of the two corporate parties hereto.

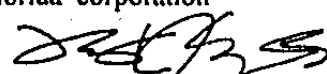
IN WITNESS WHEREOF, pursuant to authority duly granted by the shareholders of the respective corporations, the parties hereto have caused this Agreement and Articles of Merger to be signed and sealed the day and year first above stated.

ESPOSITO & CHEEK, INC.  
a Florida corporation

By:   
Robert J. Esposito II, President

By:   
Fred Cheek, Secretary

ESPOSITO, CHEEK & ASSOCIATES, INC.  
a Florida corporation

By:   
Robert J. Esposito II, President

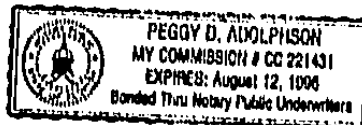
By:   
Fred Cheek, Secretary

STATE OF FLORIDA )

COUNTY OF DUVAL )

The foregoing Agreement and Articles of Merger was acknowledged before me this 29th day of May, 1996, by Robert J. Esposito, the President of Esposito, Cheek & Associates, Inc. and Esposito & Cheek, Inc., both Florida corporations, who acknowledged that he signed on behalf of the two corporations and who [X] is personally known to me or who [ ] has produced \_\_\_\_\_ as identification.

Peggy Adolphson  
Notary Public, State of Florida:  
Printed or Stamped Name of Notary:  
Notary's commission expires:

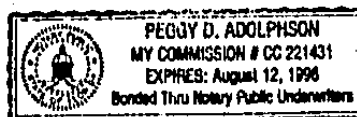


STATE OF FLORIDA )

COUNTY OF DUVAL )

The foregoing Agreement and Articles of Merger was acknowledged before me this 29th day of May, 1996, by Fred Cheek, the Secretary of Esposito, Cheek & Associates, Inc. and Esposito & Cheek, Inc., both Florida corporations, who acknowledged that he signed on behalf of the two corporations and who [X] is personally known to me or who [ ] has produced \_\_\_\_\_ as identification.

Peggy Adolphson  
Notary Public, State of Florida:  
Printed or Stamped Name of Notary:  
Notary's commission expires:



**ARTICLES OF INCORPORATION  
OF  
ESPOSITO & CHEEK, INC.**

The undersigned hereby files these Articles of Incorporation for the purpose of becoming a corporation for profit under the laws of the State of Florida.

**ARTICLE I.**

The name of the Corporation shall be: Esposito & Cheek, Inc.

**ARTICLE II.**

The Corporation shall have perpetual existence.

**ARTICLE III.**

The general nature of the businesses to be transacted by the Corporation shall be as follows:

Section 1. To engage in any activity or business permitted under the laws of the United States of America and of this State;

Section 2. To buy, sell and otherwise dispose of, hold, own, improve, lease, mortgage and otherwise encumber, and to trade and deal in all kinds of real estate and any interests therein;

Section 3. To buy, sell and otherwise dispose of, hold, own, manufacture, produce, export, import, mortgage, pledge, hypothecate and otherwise encumber, and to trade and deal in all kinds of personal property, either as principal or agent, upon commission or otherwise;

Section 4. To acquire by subscription, purchase or otherwise, to hold for investment or resale, to mortgage, pledge, hypothecate and to sell or otherwise dispose of, and in all ways to trade and deal in and with, as principal or agent, and upon commission or otherwise, stocks, bonds, notes, debentures, mortgages, certificates of indebtedness, and other obligations and securities of individuals and of corporations, private or public, domestic or foreign, and of municipal and governmental subdivisions, agencies and authorities, and investment securities and choses in action generally; with power to issue its own securities in exchange therefor to the extent permitted by the corporation laws of the State of Florida; to collect the interest and dividends on its holdings as well as the principal thereof; to make advances upon or for the benefit of, and to do all things suitable and proper for the protection, conservation or enhancement in value of any securities, choses in action, properties or investments held by it; and to possess and exercise, with respect thereto, all

**EXHIBIT A**

of the rights, powers and privileges of individual owners or holders thereof, and to exercise any and all voting powers thereon;

Section 5. Without limit as to amount, to borrow money for the purposes of the Corporation, to draw, make, accept, endorse, discount, execute, issue and transfer promissory notes, debentures, bills of exchange, bonds, warrants and other negotiable or transferable instruments, and to issue, sell and dispose of bonds, notes, debentures or other obligations of the Corporation from time to time for any of its objects and purposes, with or without security, and, if so determined, to secure the same by mortgage, pledge, deed of trust or otherwise;

Section 6. To acquire the goodwill, rights and property, and the whole or any part of the assets, tangible or intangible, and to undertake or in any way assume the liabilities, of any person, firm, association or corporation; to pay therefor in cash, the stock, bonds, notes, debentures or other obligations of the Corporation, or otherwise, or by undertaking the whole or any part of the liabilities of the transferor; to hold or in any manner dispose of the whole or any part of the property so acquired; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business;

Section 7. To aid by loan, subsidy, guaranty, or in any other manner, any corporation, firm, syndicate, association or individual to the extent the Shareholders deem advisable to promote the business, interests and purposes of the Corporation, and any corporation whose stocks, bonds, securities or other obligations are in any manner, either directly or indirectly, held or guaranteed by the Corporation; to do any and all other acts or things toward the protection, conservation or enhancement in value of any such stocks, bonds, securities or other obligations, and to do all and any acts or things designed to accomplish any such purpose;

Section 8. To employ its surplus earnings or accumulated profits from time to time as its Shareholders may determine to purchase or otherwise acquire, to hold or otherwise utilize, and to reissue, sell, or otherwise dispose of or turn to account, as its Shareholders may from time to time determine, the stocks, bonds, debentures or other securities of the Corporation, to the extent permitted by law;

Section 9. To acquire, hold, use, lease, grant licenses in respect of, pledge, mortgage, sell, assign or otherwise dispose of letters patent of the United States or any foreign country,

patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of the Corporation;

Section 10. To enter into, make, perform and carry out, without limit as to amount, contracts and arrangements pertaining to the business of the Corporation, including, but not limited to, arrangements for the sharing of profits, union of interests, joint ventures, reciprocal concessions or cooperation, with any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, located in or organized under the laws of any authority in any part of the world, and to obtain from any such governmental, municipal or public authority any rights, privileges or concessions which the Corporation may think desirable to obtain, and to carry out, exercise and comply with any such rights, privileges and concessions;

Section 11. To have one or more offices, and to carry on its operations and to transact its business and promote its objects and purposes in any part of the world, either alone or with other individuals, firms, syndicates, partnerships, associations, corporations, authorities or other entities, without restriction as to place or amount, and to do all lawful acts and things necessary, suitable or proper for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth.

IN GENERAL, and in connection with the foregoing, the Corporation shall have and may use, exercise and enjoy all the powers of like corporations conferred by the corporation laws of the State of Florida, it being expressly provided that the enumeration of the objects, powers or purposes hereinabove specified shall not be held to limit or restrict in any manner the objects, powers and purposes of the Corporation, and that the objects, powers and purposes specified in each of the clauses of this Article shall be regarded as independent and cumulative purposes, powers and objects.

#### ARTICLE IV.

Section 1. The maximum number of shares of capital stock that the Corporation is authorized to have outstanding at any time shall be Fifty Thousand (50,000) shares of Class A Voting Common Stock having a par value of One Cent (\$.01) per share and Fifty Thousand (50,000) shares of Class B Non-Voting Common Stock having a par value of One Cent (\$.01) per share. All stock issued shall be fully paid and non-assessable.



Section 2. The Class A Voting Common Stock shall have the sole and exclusive voting privileges, each share of Class A Voting Common Stock being entitled to one (1) vote. The sales price to be paid the Corporation for any share of Class A Voting Common Stock at any time sold or transferred shall be no less than the par value. In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary or otherwise, the holders of the Class A Voting Common Stock shall be entitled, after payment of the debts of the Corporation, to their aliquot share of all remaining assets of the Corporation in proportion to the total number of shares of Class A Voting Common Stock and Class B Non-Voting Common Stock then issued and outstanding.

Section 3. The Class B Non-Voting Common Stock shall have no voting privileges whatsoever, all such voting privileges being vested solely and exclusively in the Class A Voting Common Stock. In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntarily or otherwise, after the payment of the debts of the Corporation, the holders of the Class B Non-Voting Common Stock and the holders of the Class A Voting Common Stock shall be entitled, after payment of the debts of the Corporation, to their aliquot share of all the remaining assets of the Corporation in proportion to the total number of shares of the Class B Non-Voting Common Stock and the Class A Voting Common Stock then issued and outstanding.

Section 4. The Shareholders, regardless of the class of stock held, shall have no preemptive rights with respect to the capital stock or securities of the Corporation of any class, and the Corporation from time to time may issue and sell shares of its capital stock of any class, may issue and grant rights and options to purchase shares of such capital stock and may issue and sell its bonds, notes, debentures, and other securities convertible into stock of the Corporation without offering such shares, rights or options to purchase shares, bonds, notes, debentures or other securities (whether now or hereafter authorized) to the Shareholders then holding shares of its capital stock.

#### **ARTICLE V.**

The principal office of this Corporation shall be 6650 Southpoint Parkway, Suite 225, Jacksonville, Florida 32216.

#### **ARTICLE VI.**

The street address of the initial registered office of this Corporation in Florida shall be 10151 Deerwood Park Blvd., Bldg. 100, Suite 200, Jacksonville, Florida 32256, and its initial registered agent at that address shall be Steven C. Koegler. The registered office and

registered agent of the Corporation may be changed from time to time upon notification to the proper authorities.

#### **ARTICLE VII.**

The number of the Directors of this Corporation shall not be less than one nor more than seven as fixed from time to time by the provisions of the Bylaws.

#### **ARTICLE VIII.**

The names and street addresses of the members of the first Board of Directors, who, subject to the provisions of the Bylaws and these Articles of Incorporation, shall hold office for the first year of the Corporation's existence or until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Street Address</u>
Robert Esposito	6650 Southpoint Parkway, Suite 225 Jacksonville, Florida 32216
Fred Check	6650 Southpoint Parkway, Suite 225 Jacksonville, Florida 32216

#### **ARTICLE IX.**

The Corporation's Board of Directors is specifically authorized from time to time to enter into agreements not inconsistent with these Articles or the law with respect to the alienation, sale, pledge, purchase and redemption of shares of stock of the Corporation.

#### **ARTICLE X.**

In furtherance and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the Corporation:

Section 1. Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the Bylaws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the Corporation except such as may be by statute, or by the Articles of Incorporation or amendment thereto, or by the Bylaws as constituted from time to time, expressly conferred upon or reserved to the Shareholders.

Section 2. Subject always to such Bylaws as may be adopted from time to time by the Shareholders, the Board of Directors is expressly authorized to adopt, alter and amend the Bylaws of the Corporation, but any Bylaws adopted, altered or amended by the Directors may be altered, amended or repealed by the Shareholders.

Section 3. The Corporation shall have such officers as from time to time may be provided in the Bylaws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the Bylaws or as may be determined from time to time by the Board of Directors subject to the Bylaws.

Section 4. No Director or officer of this Corporation shall, in the absence of fraud, be disqualified by his office from dealing or contracting with this Corporation either as vendor, purchaser or otherwise, nor, in the absence of fraud, shall any contract, transaction or act of this Corporation be void or voidable or affected by reason of the fact that any such Director or officer, or any firm of which any such Director or officer is a member or an employee, or any corporation of which any such Director or officer is an officer, Director, Shareholder or employee, has any interest in such contract, transaction or act, whether or not adverse to the interest of this Corporation, even though the vote of the Director or Directors or officer or officers having such interest shall have been necessary to obligate this Corporation upon such contract, transaction or act; and no Director or Directors or officer or officers having such interest shall be liable to this Corporation or to any Shareholder or creditor thereof or to any other person for any loss incurred by it under or by reason of any such contract, transaction or act; nor shall any such Director or Directors or officer or officers be accountable for any gains or profits realized thereon.

#### **ARTICLE XI.**

Any action of the Shareholders may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Notice of any such action so taken shall be given within ten (10) days of the date of such action to those Shareholders entitled to vote thereon who did not give their written consent.

#### **ARTICLE XII.**

If all, or any, of the Shareholders or Subscribers to the stock of the Corporation shall enter into any agreement between themselves or with the Corporation or third persons, abridging,

limiting, restricting or changing the rights or interest of any one or more of the Shareholders or Subscribers to sell, assign, transfer, mortgage, pledge, hypothecate or transfer on the books of the Corporation, any and all of the stocks of the Corporation held by them, and if a copy of the agreement is filed with the Corporation, all certificates of shares, subject to such agreement or restriction, shall have a reference thereto endorsed thereon by an officer of the Corporation and such stock shall not thereafter be transferred on the books of the Corporation except in accordance with the terms and provisions of the agreement. If the agreement so provides, the certificates of stock shall be registered so that shares standing in the name of any person as pledgee, trustee or other fiduciary may be voted, in person or by proxy, and without proof of authority.

#### **ARTICLE XIII.**

The affirmative vote of holders of fifty-one percent (51%) of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- (a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- (b) Reorganization, merger or consolidation of the Corporation;
- (c) Sale, lease or exchange of the major portion of the property or assets of the Corporation; and
- (d) Dissolution of the Corporation.

#### **ARTICLE XIV.**

A Shareholder shall not be liable for dividends illegally declared, distributions illegally made to Shareholders or any other action taken in reliance in good faith upon financial statements of the Corporation represented to him to be correct by the President of the Corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the Corporation; nor shall there be any liability if in good faith in determining the amount available for dividends or distribution, the Shareholder considers the assets to be of ample value.

#### **ARTICLE XV.**

The Shareholders may authorize the Corporation to enter into employment contracts with any executive officer for periods longer than one (1) year, and any Article or By-law

provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

#### ARTICLE XVI.

The name and street address of the Incorporator of these Articles of Incorporation is as follows:

<u>Name</u>	<u>Street Address</u>
Steven C. Koegler	10151 Deerwood Park Blvd., Bldg. 100, Suite 200 Jacksonville, Florida 32256

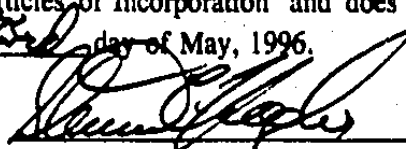
#### ARTICLE XVII.

This Corporation reserves the right to amend, alter, change or repeal any provisions contained herein in the manner now or hereafter prescribed by law, and all rights conferred on Shareholders herein are granted subject to this reservation.

#### ARTICLE XVIII.

The date that corporate existence shall begin shall be May 23, 1996. This election is pursuant to Florida Statute 607.0203.

IN WITNESS WHEREOF, the undersigned subscribing incorporator, has hereunto set his hand and seal for the purpose of forming this Corporation under the laws of the State of Florida, and does hereby make, subscribe, acknowledge and file in this office of the Secretary of State of the State of Florida these Articles of Incorporation and does certify that the facts herein stated are true, all on this 23rd day of May, 1996.

  
Steven C. Koegler

STATE OF FLORIDA )

COUNTY OF DUVAL )

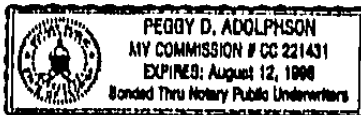
The foregoing Articles of Incorporation were acknowledged before me this 23rd day of May, 1996, by Steven C. Koegler, who is personally known to me or who has produced identification.

Peggy D. Adolphson

Notary Public, State of Florida at Large

Notary's Stamped or Printed Name:

My Commission Expires:



X Personally known.

Produced \_\_\_\_\_ as identification.

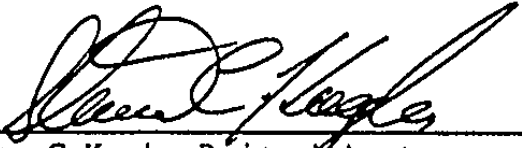
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE. NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Section 607.0501 of the Florida Statutes, the following is submitted in compliance with the Florida Business Corporation Act:

First, that Esposito & Check, 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 Jacksonville, County of Duval, State of Florida, has named Steven C. Koegler, located at 10151 Deerwood Park Blvd., Bldg. 100, Suite 200, Jacksonville, Florida 32256, as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above stated Corporation at the place designated in this certificate, and being familiar with the duties and responsibilities as registered agent for said Corporation, I hereby agree to act in this capacity and to comply with the provisions of said Act.

By:   
Steven C. Koegler, Registered Agent