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LAW OFFICES OF

POTTER, McCLELLAND, MARKS & HEALY, P. A.

FILED

WILLIAM C. POTTER  
CLIFTON A. McCLELLAND, JR.  
DOUGLAS D. MARKS  
PATRICK F. HEALY  
TIMOTHY M. WILLIAMS

HARRY A. JONES  
OF COUNSEL

96 JUN -3 AM 11:34  
FIRST UNION BANK BUILDING, SUITE 400  
700 SOUTH BANCORP STREET  
PORT OFFICE, TALLAHASSEE, FLORIDA  
TALLAHASSEE, FLORIDA  
(407) 984-2700  
FAX: (407) 780-4002

May 29, 1996

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32301

200001850622  
-06/04/96--01145--013  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: PETRIE PARTNERS, INC.

Gentlemen:


Enclosed are an original and one copy of the Articles of Incorporation of the subject corporation. Please file the original and return a copy to the undersigned.

We have a enclosed a Certificate designating the registered agent and a ch. in payment of the following costs:

Filing Fee, Articles of Incorporation	\$35.00
Filing Fee, Registered Agent Designation	<u>\$35.00</u>
Total	<u>\$70.00</u>

Thank you for your assistance in this matter.

Sincerely,

  
PATRICK F. HEALY

PFH:cm  
Enclosures

PH  
6/6/96

**ARTICLES OF INCORPORATION  
OF  
PETRIE PARTNERS, INC.**

**FILED**  
96 JUN -3 AM 11:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is **PETRIE PARTNERS, INC.**

**ARTICLE II - DURATION**

This corporation shall exist perpetually, commencing at the time of filing these articles with the Secretary of State of the State of Florida.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of conducting and transacting any or all lawful business.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue one thousand (1,000) shares of stock, all of which shall be designated "Common Shares". There shall be no other classes of stock. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have a right to vote.

**ARTICLE V - VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the

election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

#### **ARTICLE VI - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind as that which he already holds, shall have the right to purchase his 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 VII - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is: 700 S. Babcock Street, Suite 400, Melbourne, Florida 32901; and the name of the initial registered agent of this corporation at that address is: Patrick F. Healy.

#### **ARTICLE VIII - MAILING ADDRESS**

The principal office address is 4500 Woodlot Court, Orlando, FL 32835 and the mailing address is P.O. Box 618663, Orlando, FL 32861.

#### **ARTICLE IX - INCORPORATOR**

The name and address of the incorporators of the corporation are:

Patrick F. Healy 700 S. Babcock St., Suite 400  
P.O. Box 2523  
Melbourne, FL 32902-2523

#### **ARTICLE X - BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

#### **ARTICLE XI - CALLING OF SPECIAL MEETINGS**

Special meetings of shareholders may be called by the Board of Directors.

#### **ARTICLE XII - SHAREHOLDER QUORUM AND VOTING**

Fifty-One percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

#### **ARTICLE XIII - INDEMNIFICATION**

The corporation shall indemnify any officer or directors, or any former officer or director, to the full extent permitted by law.

#### **ARTICLE XIV - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions


contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 29<sup>th</sup> day of May, 1996.

  
PATRICK F. HEALY

STATE OF FLORIDA  
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of May, 1996, by PATRICK F. HEALY, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did ( ) did not (x) take an oath.

  
Notary Public  
Printed Name:  
My Commission Expires:  
My Commission Number:



CAROLINE MEURER  
MY COMMISSION # 00250146 EXPIRES  
January 2, 1997  
BONDED TITUL TRUST FARM INSURANCE, INC.

**FILED**

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

96 JUN 3 AM 11:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**OF**

**PETRIE PARTNERS, INC.**

I understand the duties of and hereby accept appointment as the registered agent of PETRIE PARTNERS, INC. at the initial registered office of the Corporation at 700 S. Babcock Street, Melbourne, Florida 32901.

Dated this 29<sup>th</sup> day of May, 1996.

  
\_\_\_\_\_  
PATRICK F. HEALY 0