

06/11/96

813 441 8617

JOHNSON BLAKELY

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DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE FL 32399  
(904) 922-4000

FROM: JOHNSON, BLAKELY, POPE, BOKER, RUPPE  
911 CHESTNUT  
P.O. BOX 1368  
CLEARWATER FL 34617-0000  
CONTACT: KRISTEN DECLEENE  
PHONE: (813) 461-1818  
FAX: (813) 441-8617

H96000008178))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: G.C.O.C. ORLANDO, INC.

FAX AUDIT NUMBER: H96000008178

CURRENT STATUS: REQUESTED

DATE REQUESTED: 06/11/1996

TIME REQUESTED: 15:22:29

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Page 1

H96000008178

**ARTICLES OF INCORPORATION****OF****G.C.O.C ORLANDO, INC.****ARTICLE I - Name and Address**

The name of this corporation is G.C.O.C. ORLANDO, INC.. The mailing address of the corporation is: 7315 Hudson Avenue, Hudson, Florida 34667.

**ARTICLE II - Duration**

This corporation shall have perpetual existence.

**ARTICLE III - Capital Stock**

This corporation is authorized to issue 7,500 shares of common stock, which shall be designated as "Common Shares." The par value of each share of stock shall be One Dollar (\$1.00).

**ARTICLE IV - Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 911 Chestnut Street, Clearwater, Florida 34616, and the name of the initial registered agent of this corporation at that address is JULIUS J. ZSCHAU.

**ARTICLE V - Incorporator**

The name and address of the person signing these Articles is:

**Name****Address**

JULIUS J. ZSCHAU

911 Chestnut Street  
Clearwater, Florida 34616**ARTICLE VI - Indemnification**

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

Julius J. Zschau, Esq.  
Johnson, Blakely, Pope, Bokor, Ruppel & Burns, P.A.  
11 Chestnut Street, Clearwater, FL 34616  
313)461-1818  
Florida Bar No. 0195685

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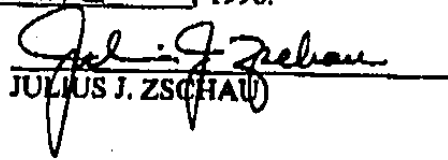
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**ARTICLE VII - Amendment**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10<sup>th</sup> day of June, 1996.

  
JULIUS J. ZSCHAU

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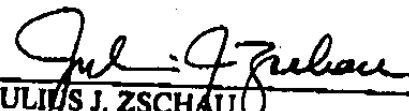
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**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND STREET ADDRESS FOR SERVICE OF PROCESS  
WITHIN FLORIDA**

Pursuant to Fla. Stat. §48.091, G.C.O.C. ORLANDO, INC., desiring to organize under the laws of the State of Florida, hereby designates JULIUS J. ZSCHAU, located at 911 Chestnut Street, Clearwater, Florida 34616, as its registered agent to accept service of process within the State of Florida.

**ACCEPTANCE OF DESIGNATION**

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.

  
JULIUS J. ZSCHAU

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02/17/97

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813 441 8617

JOHNSON BLAKELY

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2/17/97

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FAX #: (904)922-4000

: JOHNSON, BLAKELY, POPE, BOKER, RUPPEL & BURN  
CONTACT: KRISTEN DECLEENE  
PHONE: (813)461-1818

ACCT#: 076666002140

FAX #: (813)441-8617

: G.C.O.C. ORLANDO, INC.

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PAGES..... 1

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Morham  
Secretary of State

February 17, 1997

G.C.O.C. ORLANDO, INC.  
7315 HUDSON AVENUE  
HUDSON, FL 34667

SUBJECT: G.C.O.C. ORLANDO, INC.  
REF: P96000030021

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Steven Harris  
Corporate Specialist

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ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION  
OF  
G.C.O.C. ORLANDO, INC.

The undersigned, as the President of G.C.O.C. ORLANDO, INC., hereby certifies that the Amendment provided for herein was adopted by the sole stockholder and sole director on the 15<sup>th</sup> day of February, 1997.

1. Name of Corporation. G.C.O.C. ORLANDO, INC.
2. Amendment Adopted. Article I of the Articles of Incorporation is hereby amended to read as follows:

"The name of this corporation shall be BONATI INSTITUTE INTERNATIONAL, INC."

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment on the 13<sup>th</sup> day of February, 1997.

G.C.O.C. ORLANDO, INC.

By:   
Alfred G. Bonati, President

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TALLAHASSEE, FLORIDA

Michael G. Little, Esq.  
Johnson, Blakely, Pope, Bokor,  
Ruppel, & Burns, P.A.  
911 Chestnut Street  
Clearwater, FL 34616  
Florida Bar No: 0861677

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