

06/27/1996 04:11 PM FROM: FOLEY & LARDNER FAX TO: 919 49224000 P.B.

6/27/96

FLORIDA DIVISION OF CORPORATIONS  
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((H96000009024)) ELECTRONIC FILING COVER SHEET  
TO: DIVISION OF CORPORATIONS FROM: FOLEY & LARDNER  
DEPARTMENT OF STATE 200 LAURA ST  
STATE OF FLORIDA  
409 EAST GAINES STREET JACKSONVILLE FL 32202-8:0000  
TALLAHASSEE, FL 32399 CONTACT: KAREN PETERSON  
FAX: (904) 922-4000 PHONE: (904) 359-2000  
FAX: (904) 359-8700

((H96000009024)) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: FPA ACQUISITION CORPORATION  
FAX AUDIT NUMBER: H96000009024 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 06/27/1996 TIME REQUESTED: 15:32:10  
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0  
NUMBER OF PAGES: 4 METHOD OF DELIVERY: FAX  
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072720000061

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((H96000009024))

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

95 JUN 28 AM 10:34

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JUN 28 AM 7:51

10/30/96  
7/2/96  
7/2/96

**ARTICLES OF INCORPORATION  
OF  
FPA ACQUISITION CORPORATION**

96 JUL 28 PM 10:34  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

**ARTICLE I**

**NAME AND ADDRESS**

Section 1.1 Name. The name of the corporation is FPA Acquisition Corporation.

Section 1.2 Address of Principal Office. The address of the principal office of the corporation is c/o Todd Pfister, 777 South Flagler Drive, Suite 200, West Palm Beach, Florida 33401.

**ARTICLE II**

**DURATION**

Section 2.1 Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five business days after they are executed, corporate existence shall commence upon filing by the Department of State.

**ARTICLE III**

**PURPOSES**

Section 3.1 Purposes. This corporation is organized for the purposes of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV****CAPITAL**

Section 4.1 **Authorized Capital.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 10,000 shares of voting common stock having a par value of \$.01 per share.

**ARTICLE V****INITIAL REGISTERED OFFICE AND AGENT**

Section 5.1 **Name and Address.** The street address of the initial registered office of this corporation is 200 Laura Street, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is F & L Corp.

**ARTICLE VI****DIRECTORS**

Section 6.1 **Number.** This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 **Initial Directors.** The name and address of the members of the first board of directors of the corporation are:

**NAME**

Lee Harris

**ADDRESS**

c/o Todd Pfister  
777 South Flagler Drive, Suite 200  
West Palm Beach, Florida 33401

**ARTICLE VII****BYLAWS**

Section 7.1 **Bylaws.** The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws may be amended or repealed from time to time by either the board of directors or the shareholders, but the board of directors shall not alter, amend or repeal any

bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

## ARTICLE VIII

### INCORPORATOR

Section 8.1 Name and Address. The name and street address of the incorporator of this corporation are:

NAME

Linda Y. Kelso

ADDRESS

200 Laura Street  
Jacksonville, Florida 32202

## ARTICLE IX

### INDEMNIFICATION

Section 9.1 Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

## ARTICLE X

### AMENDMENT

Section 10.1 Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 27th day of <sup>06</sup> July, 1996.

Linda Y. Kelso

Linda Y. Kelso, Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above stated corporation, at the place designated in the above Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and I accept the obligations of a registered agent.

F &amp; L CORP.

By: Charles V. Hedrick  
Charles V. Hedrick, Authorized SignatoryDate: <sup>06</sup>July 27, 1996FILED  
96 JUN 28 AM 10:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Document Number Only

**P96000055053**

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

CORPORATION(S) NAME

*EPA Acquisition Corporation*

900002151659--7  
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\*\*\*\*\*35.00 \*\*\*\*\*35.00

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> Profit                        | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger                    |
| <input type="checkbox"/> NonProfit                     |   |  |
| <input type="checkbox"/> Limited Liability Company     |   |  |
| <input type="checkbox"/> Foreign                       | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark                      |
| <input type="checkbox"/> Limited Partnership           | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other                     |
| <input type="checkbox"/> Reinstatement                 | <input type="checkbox"/> Reservation            | <input checked="" type="checkbox"/> Change of R.A. |
| <input type="checkbox"/> Limited Liability Partnership |   | <input type="checkbox"/> Fictitious Name           |
| <input type="checkbox"/> Certified Copy                | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> CUS                       |
| <input type="checkbox"/> Call When Ready               | <input type="checkbox"/> Call if Problem        | <input type="checkbox"/> After 4:30                |
| <input checked="" type="checkbox"/> Walk In            | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up        |
| <input type="checkbox"/> Mail Out                      |   |  |

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4-23-97

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4/23 Jony  
R.A. Chang

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED  
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508,  
Florida Statutes, the undersigned corporation organized under the laws of the State of  
Florida submits the following statement in order to change its registered office  
or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: FPA ACQUISITION CORPORATION

1b. Date of incorporation June 28, 1996 Document number P96000055053

2. The name and address of the current registered agent and office:

F+L Corp.

200 Laura Street, Jacksonville, FL 32202

3. The name and address of the new registered agent and office:  
(P.O. Box Not Acceptable)

C T CORPORATION SYSTEM

c/o C T CORPORATION SYSTEM, 1200 South Pine Island Rd., Plantation, Florida 33324

The street address of its registered agent and the street address of the business office  
of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by  
an officer so authorized by the board.

James A. Lebovitz

**SIGNATURE**

April 7, 1997

**DATE**

James A. Lebovitz, SVP

**Typed or printed name and title**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF  
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED  
IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED  
AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY  
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COM-  
plete performance of my duties, and I am familiar with and accept  
the obligation of my position as registered agent.

C T CORPORATION SYSTEM  
SIGNATURE BY: M.T. Fitzpatrick  
M.T. Fitzpatrick (Registered Agent) Asst. Secy.  
DATE 4-17-97

**Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314**

CR2E045 (7-91)

(FIA. - 2194 - 3/4/92)

**FILING FEE: \$35.00**