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DENNIS HERNANDEZ  
ATTORNEY AT LAW  
A PROFESSIONAL CORPORATION

500 EAST KENNEDY BOULEVARD  
SUITE 220  
TAMPA, FL 33602

(813) 221-0900  
FAX (813) 222-0019

August 9, 1996

**OVERNIGHT**

Ms. Dana Farmer  
Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

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-08/14/96---01067---003  
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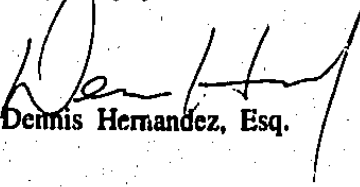
Re: Filing Articles of Incorporation for  
Foundation Umbrella Management, Inc.

Dear Ms. Farmer:

Enclosed is an original and two (2) copies of the articles of incorporation and a check for \$122.50. Please return a certified copy of the articles of incorporation directly to me by federal express. Please use the federal express corporate account number of 191-270878.

Contact me if you have any questions or comments.

Very truly yours,

  
Dennis Hernandez, Esq.

DH/klm  
Enclosure

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
FOUNDATION UMBRELLA MANAGEMENT, INC.**

*The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.*

**ARTICLE I - NAME**

The name of the corporation shall be Foundation Umbrella Management, Inc.

**ARTICLE II - DURATION**

This Corporation shall have perpetual existence commencing five days prior to the filing of these Corporation's Articles of Incorporation with the Department of State.

**ARTICLE III - PURPOSE**

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

The number of shares of stock that this Corporation is authorized to have outstanding at any one time is 100 shares of no par value common stock, which shall be designated "Common Shares."

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

The name and street address of the initial registered agent of this Corporation is:

Marc H. Auerbach, Esq.  
Zack, Sparber, et al  
One International Place, Suite 2800  
Miami, Florida 33131-2144  
(305) 539-8400  
(305) 539-1307 (Fax)

## **ARTICLE VI - PRINCIPAL OFFICE**

The principal place of business and mailing address of this Corporation shall be:

4522 W. Spruce Street, Suite 103  
Tampa, Florida 33607

## **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

The Directors are elected/appointed as set forth in the Corporate By-Laws. This Corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by the By-Laws but shall never be less than one (1). The names and addresses of the initial Directors of this Corporation are:

### **NAME**

### **ADDRESS**

Warren G. Craig

4522 W. Spruce Street, Suite 103  
Tampa, Florida 33607

## **ARTICLE VIII - BY-LAWS**

The By-Laws of this Corporation may be adopted, altered, amended or repealed by either the Stockholders or Directors.

## **ARTICLE IX - INDEMNIFICATION**

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

## **ARTICLE X - INCORPORATION**

The name and street address of the incorporator to these Articles of Incorporation is:

Marc H. Auerbach, Esq.  
Zack, Sparber, et al  
One International Place, Suite 2800  
Miami, Florida 33131-2144  
(305) 539-8400  
(305) 539-1307 (Fax)

## ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 8<sup>th</sup> day of August, 1996.

  
Marc H. Auerbach, Esq.

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

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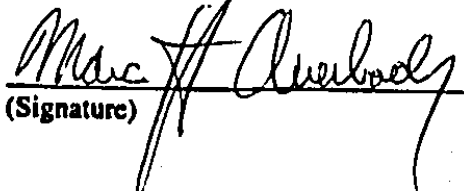
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

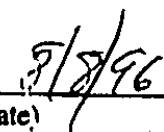
PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA  
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE  
LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING  
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED  
AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Foundation Umbrella Management, Inc.
2. The name and address of the registered agent and office is:

Marc H. Auerbach, Esq.  
Zack, Sparber, et al  
One International Place, Suite 2800  
Miami, Florida 33131-2144

*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 relating to the proper  
and complete performance of my duties, and I am familiar with and accept the  
obligations of my position as registered agent.*

  
(Signature)

  
(Date)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314