

P 960000 83724

LAW OFFICES  
HONIGMAN MILLER SCHWARTZ AND COHN  
A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS  
222 LAKEVIEW AVENUE-SUITE 800  
WEST PALM BEACH, FLORIDA 33401-6112  
FAX (561) 832-3038

CATHERINE M. SCOTT  
Legal Assistant

DIRECT DIAL NUMBER  
(561) 838-4538

FILED  
96 OCT - 11 06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

September 23, 1996

Secretary of State  
Corporate Records Bureau  
Post Office Box 6327  
Tallahassee, Florida 32301

800001956698  
-09/25/96--01069--011  
\*\*\*\*122.50 \*\*\*\*122.50

Re: **EXECK, INC.**

EFFECTIVE DATE

Gentlemen:

~~10-09-96~~

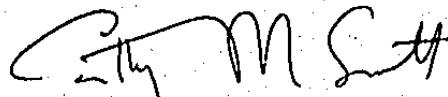
Enclosed herewith are two executed copies of the Articles of Incorporation for the above-referenced corporation together with a check payable to the Secretary of State in the amount of \$122.50 in payment of the following:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Filing Fee	35.00
TOTAL	<u>\$122.50</u>

Please return the certified copy to the attention of the undersigned.

Thank you for your cooperation in this matter.

Very truly yours,



Cathy M. Scott  
Legal Assistant to  
Brad Tomtishen

F. CHESSER OCT 10 1996

CMS/md  
ENCLOSURES

cc: Mr. Irwin Miller (w/enc.)  
Mr. Philip Benjamin (w/enc.)  
James B. Soble, Esq.  
Brad M. Tomtishen, Esq.

286-26413  
502  
696  
44373



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

September 26, 1996

**CATHY M SCOTT LEGAL ASSISTANT**  
**222 LAKEVIEW AVE STE 800**  
**WEST PALM BEACH, FL 33401-6112**

**SUBJECT: EXECK, INC.**  
**Ref. Number: W96000020413**

We have received your document for EXECK, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Freida Chesser  
Corporate Specialist

Letter Number: 696A00044378

LAW OFFICES  
HONIGMAN MILLER SCHWARTZ AND COHN  
A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS  
222 LAKEVIEW AVENUE-SUITE 600  
WEST PALM BEACH, FLORIDA 33401-6112  
FAX (561) 832-3038

CATHERINE M. SCOTT  
Legal Assistant

DIRECT DIAL NUMBER  
(801) 838-4938

TAMPA, FLORIDA  
DETROIT, MICHIGAN  
LANSING, MICHIGAN

October 9, 1996

**VIA FEDERAL EXPRESS**

Ms. Freida Chesser  
Corporate Specialist  
Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

FILED  
96 OCT -7 PM 1:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: **EXECK VENTURE, INC.**

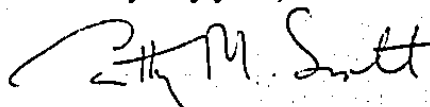
Dear Ms. Chesser:

Enclosed please find a copy of your letter to me dated September 26, 1996 in which you had returned to me the Articles of Incorporation for EXECK, INC. and advised me that the Articles had not been filed because of the name.

Enclosed please find Articles of Incorporation for EXECK VENTURE, INC. I was advised by your office that this name was acceptable for filing. Please arrange to have the enclosed Articles of Incorporation filed as soon as possible and forward a certified copy of the Articles to me by regular mail.

Thank you for your assistance in this matter.

Very truly yours,



Cathy M. Scott  
Legal Assistant to  
Brad Tomtishen

CMS/md  
ENCLOSURES

cc: Brad Tomtishen, Esq. (w/enc.)

WPB/91719.1/53380-49345

646 H- 44378



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

September 26, 1996

**CATHY M SCOTT LEGAL ASSISTANT**  
**222 LAKEVIEW AVE STE 800**  
**WEST PALM BEACH, FL 33401-6112**

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**Ref. Number: W96000020413**

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If you have any questions concerning the filing of your document, please call (904) 487-6904.

**Freida Chesser**  
Corporate Specialist

**Letter Number: 696A00044378**

ARTICLES OF INCORPORATION  
OF  
EXECK VENTURE, INC.

FILED  
96 OCT -7 PM 1:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is EXECK VENTURE, INC. (the "Corporation")

EFFECTIVE DATE  
10-9-96

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Corporation is located at the following address:

c/o Honigman Miller Schwartz and Cohn  
222 Lakeview Avenue, Suite 800  
West Palm Beach, FL 33401

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 - DURATION

The Corporation shall have perpetual existence commencing on October 9, 1996.

ARTICLE V - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue shall consist of the following:

a) 5,000 shares of Class A Common Stock, par value \$.01 per share;

and

b) 5,000 shares of Class B Common Stock, par value \$.01 per share

Except as otherwise provided by law, the shares of stock of the Corporation, regardless of class, may be issued by the Corporation from time to time in such amounts, for such consideration and for such corporate purposes as the Board of Directors may from time to time determine.

Except as set forth in the following two sentences, each share of Class A Common Stock and each share of Class B Common Stock shall be of equal rank and identical in every respect, including but not limited to the right to dividend and other distributions. Any action of the Corporation which requires approval of the stockholders of the Corporation (whether pursuant to applicable law, these Articles of Incorporation or otherwise) must be approved separately by the holders of each class of stock. Subject to the provisions of any applicable law, these Articles of Incorporation or the Bylaws with respect to the closing of the transfer books, the holders of outstanding shares of Class A Common Stock shall exclusively possess the voting power to elect one-half of the directors of the Corporation (the "Class A Directors") and the holders of outstanding shares of Class B Common Stock shall exclusively possess the voting power to elect the other one-half of the directors of the Corporation (the "Class B Directors"), each holder of record of shares of Class A or Class B Common Stock being entitled to one vote for each share of Class A or Class B Common Stock standing in his name on the books of the Corporation.

#### **ARTICLE VI - BYLAWS**

The bylaws of the Corporation may be adopted, altered, amended or repealed by either the stockholders or the directors of the Corporation.

**ARTICLE VII - INDEMNIFICATION**

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

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

The name and street address of the initial registered agent and office of the Corporation are:

HOMISCO INCORPORATION, INC.  
222 Lakeview Avenue, Suite 800  
West Palm Beach, Florida 33401

**ARTICLE IX - INCORPORATOR**

The name and address of the entity signing these Articles are:

HOMISCO INCORPORATION, INC.  
222 Lakeview Avenue, Suite 800  
West Palm Beach, Florida 33401

**ARTICLE X - AMENDMENT**

The 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 9th day of October, 1996.

HOMISCO INCORPORATION, INC.

By: Steven R. Parson, v.p.  
Steven R. Parson, Vice President

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE VIII OF THESE  
ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION HEREBY  
AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH  
THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE  
DISCHARGE OF ITS DUTIES.

Dated this 9th day of October, 1996.

HOMISCO INCORPORATION, INC.

By: Steven R. Parson, Jr.  
Steven R. Parson, Vice President

WPB/91688.1

FILED  
OCT - 7 PM 1:06  
CLERK OF STATE  
TALLAHASSEE, FLORIDA