

796000088829

Law Offices Of
STEVEN SILVERMAN
A Professional Association

Telephone
(305) 666-6111
(305) 670-8111
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Two Datan Center
Suite 1225
9130 S. Dadeland Boulevard
Miami, Florida 33156-7849

October 21, 1996

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, Florida 32301

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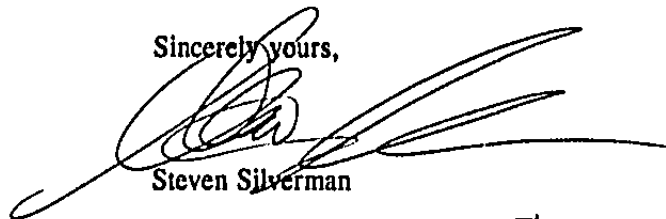
RE: The Easton-Babcock Companies, Inc.
Our File No. 96-3092

Dear Sir/Madam:

Enclosed herein please find the Articles of Incorporation for the above named entity. Also enclosed is my firm's check in the amount of \$122.50 for filing the Articles. Please return to the undersigned a certified copy of the Articles.

Thank you for your courtesy and attention to this matter.

Sincerely yours,



Steven Silverman

SS/cd
Enclosures

FILED
96 OCT 28 AM 11:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10-29-96
KR

**ARTICLES OF INCORPORATION
OF
THE EASTON - BABCOCK COMPANIES, INC.**

FILED
95 OCT 28 AM 11:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is: **The Easton-Babcock Companies, Inc.**

ARTICLE II

DURATION

The term of existence of the corporation is perpetual, commencing on the date of receipt and acknowledgment of the Articles by the Secretary of State.

ARTICLE III

PURPOSE

The purpose for which the corporation is organized is to engage in any activity or business

permitted under the laws of the United States and of this State.

ARTICLE IV
CAPITAL STOCK

The aggregate number of shares that the corporation shall have the authority to issue is 1,000 shares of capital stock with a par value of \$1.00 per share.

The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. The shares of the corporation are not to be divided into classes.

ARTICLE V
DIVIDENDS

The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

ARTICLE VI
PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of his corporation, shall have the

right to purchase his prorata share (as nearly as may be done without issuance of fractional shares)
at the price at which it is offered to others.

ARTICLE VII

PRINCIPAL PLACE OF BUSINESS

The principal office of the corporation shall be located at:

300 Greco Avenue
Coral Gables, Florida 33146

ARTICLE VIII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the corporation is:

300 Greco Avenue
Coral Gables, Florida 33146

The name and address of the initial registered agent of the corporation is:

CALVIN H. BABCOCK
300 Greco Avenue
Coral Gables, Florida 33146

ARTICLE IX

INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be

increased or diminished from time to time by the by-laws. The name(s) and address(es) of the initial directors of this corporation is/are:

EDWARD W.EASTON
300 Greco Avenue
Coral Gables, Florida 33146

CALVIN H. BABCOCK
300 Greco Avenue
Coral Gables, Florida 33145

ARTICLE X

INCORPORATORS

The name(s) and address(s) of the person(s) signing these Articles is/are:

EDWARD W.EASTON, President, Secretary
300 Greco Avenue
Coral Gables, Florida 33146

CALVIN H. BABCOCK, Executive Vice President, Treasurer
300 Greco Avenue
Coral Gables, Florida 33146

ARTICLE XI

ACTIONS OF DIRECTORS WITHOUT MEETING

The directors of this corporation may take action by written consent as provided by law.

ARTICLE XII

MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in regular or special meetings of the Board of Directors by means of conference telephone as provided by law.

ARTICLE XIII
INDEMNIFICATION

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

ARTICLE XIV
AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of
Incorporation on this 18th day of October, 1996.

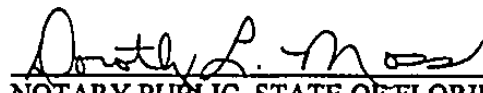

EDWARD W. EASTON


CALVIN H. BABCOCK

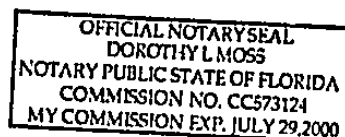
STATE OF FLORIDA }
 } SS:
COUNTY OF DADE }

Before me, the undersigned authority, personally appeared, **EDWARD W. EASTON** and
CALVIN H. BABCOCK, to me well known and known to be the persons described in and who
executed the foregoing Articles of Incorporation and they acknowledged to and before me that they
executed said instrument for the purposes therein expressed.

WITNESS my hand and seal this 18th day of October, 1996.


NOTARY PUBLIC, STATE OF FLORIDA
Print Name: Dorothy L. Moss

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In compliance with section 48.091, FLORIDA STATUTES, the following is submitted:

That **THE EASTON-BABCOCK COMPANIES INC.**, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at City of Coral Gables, State of Florida, has named **CALVIN H. BABCOCK**, located at 300 Greco Avenue, Coral Gables, Florida 33146, as its agent to accept service of process within Florida.



EDWARD W. EASTON

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, 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.

Dated this 18th day of October, 1996.



CALVIN H. BABCOCK

FILED
96 OCT 28 AM 11:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P96000088829

Eckert Seamans

Requestor's Name

200 W. College Ave.

Address

Tallahassee FL 32301

City/State/Zip

Phone # 222-3515

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-02/13/97--01014--001

Office Use Only *****87.50 *****87.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. The Easton Babcock Companies, Inc.

(Corporation Name)

(Document #)

2. _____

(Corporation Name)

(Document #)

3. _____

(Corporation Name)

(Document #)

4. _____

(Corporation Name)

(Document #)

☒ Walk in

☐ Mail out

☒ Pick up time _____

☐ Will wait

☐ Photocopy

☒ Certified Copy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
97 FEB 12 PM 3:43
DIVISION OF CORPORATION

N. HENDRICKS FEB 13 1997

ECKERT SEAMANS CHERIN & MELLOTT

ATTORNEYS AT LAW

2/10/97

1000 Avenue of the Americas
New York, NY 10020
Telephone: 212 368 1000
Facsimile: 212 368 1000

HAND DELIVERY

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: The Easton Babcock Companies, Inc.

Ladies and Gentlemen:

On behalf of The Easton Babcock Companies, Inc. (the "Corporation"), we hand you herewith for filing the following:

1. Articles of Amendment to the Corporation's Articles of Incorporation changing the voting rights of a portion of the common stock of the Corporation.

3. The corporation's check in the amount of \$87.50 representing a filing fee of \$35.00 for the Articles of Amendment and an additional fee of \$52.50 for a certified copy of the Amendment, which is hereby requested.

Please do not hesitate to contact me should you should have any questions regarding this filing.

Very truly yours,


Claire P. Menard

CPM:mcp
Encl.

cc: Calvin H. Babcock
The Easton Babcock Companies, Inc.

Miami
Harrisburg
Pittsburgh
Allentown
Philadelphia
Boston
Fort Lauderdale
Boca Raton
Tallahassee
Washington, DC

55150 1

CLAIRE P. MENARD
305/ 347-3855
escm.mia.cpm@escm.com

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
THE EASTON-BABCOCK COMPANIES, INC.

FILED
97 FEB 12 11:00 AM
CLERK

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, The Easton-Babcock Companies, Inc., a Florida corporation (hereinafter, the "Corporation") adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: Article IV of the Corporation's Articles of Incorporation hereby is amended to read in its entirety as follows:

"ARTICLE IV

CAPITAL STOCK

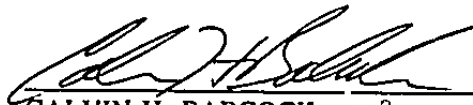
The aggregate number of shares that the Corporation shall have authority to issue and have outstanding at any one time is 1,000, \$1.00 par value per share, of which 950 shares carry voting rights, and of which 50 shares carry no voting rights except as required by law. All 1,000 authorized shares are of the same class and are to be common shares. Shares without voting rights shall be so designated on the certificate therefor."

SECOND: The date of the Amendment's adoption is December 27, 1996. The amendment shall be effective upon the date of filing of these Articles of Amendment with the Florida Department of State.

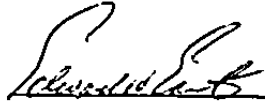
THIRD: Adoption of the Amendment was approved by the Shareholders of the Corporation by written consent which was sufficient for approval.

Signed this 27th day of December, 1996.

SHAREHOLDERS:



CALVIN H. BABCOCK, V P



EDWARD W. EASTON, Pres