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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

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CORPORATION(S) NAME

ROI Holdings, Inc.

☒ Profit - Articles

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

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**ARTICLES OF INCORPORATION**  
**OF**  
**ROI HOLDINGS, INC.**

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**THE UNDERSIGNED**, acting as sole incorporator of **ROI HOLDINGS, INC.** (hereinafter the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, as hereafter amended and modified (the "FBCA") hereby adopts the following Articles of Incorporation (the "Articles") for the Corporation:

**ARTICLE I**  
**Name**

The name of the Corporation is: **ROI HOLDINGS, INC.**

**ARTICLE II**  
**Business and Activities**

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

**ARTICLE III**  
**Shares**

The total number of shares which the Corporation shall have the authority to issue shall be **Ten Thousand (10,000)** shares, consisting of a single class of common stock having a par value of **\$.01** per share.

**ARTICLE IV**  
**Preemptive Rights**

No shareholder of the Corporation shall have any preferential or preemptive right to subscribe for or purchase from the Corporation any new or additional shares of capital stock or securities convertible into shares of capital stock, of the Corporation, whether now or hereafter authorized.

**ARTICLE V**  
**Principal Office**

The address of the Principal Office of the Corporation is **50 Dolphin Drive, Treasure Island, Florida 33607**. The location of the Principal Office shall be subject to change as may be provided in bylaws duly adopted by the Corporation.

**ARTICLE VI**  
**Mailing Address**

The mailing address of the Corporation is **50 Dolphin Drive, Treasure Island, Florida 33607**.

**ARTICLE VII**  
**Initial Registered Office and Agent**

The address of the initial Registered Office of the Corporation is **1200 South Pine Island Road, Plantation, Florida**, and the initial Registered Agent at such address is **CT Corporation System**.

**ARTICLE VIII**  
**Incorporator**

The name and address of the sole incorporator of the Corporation is: **Vitauts M. Gulbis, 100 N. Tampa Street, Suite 2700, Tampa, Florida 33602**.

**IN WITNESS WHEREOF**, these Articles have been signed by the undersigned incorporator this 2nd day of December, 1996.

  
\_\_\_\_\_  
**Vitauts M. Gulbis, Incorporator**

**ACCEPTANCE OF APPOINTMENT BY INITIAL  
REGISTERED AGENT**

**THE UNDERSIGNED**, a corporation resident of the State of Florida, having been named in Article VII of the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as Registered Agent of ROI HOLDINGS, INC.

DATED, this 3<sup>rd</sup> day of December, 1996.

**CT CORPORATION SYSTEM**

By: Jonnie Bryan

JONNIE BRYAN  
SPECIAL ASSISTANT SECRETARY

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