

P9600099754

CSC networks

PRESTIGE MAIL

LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 179604 4369500

AUTHORIZATION : *Patricia Project*

COST LIMIT : \$ 122.50

96 DEC -9 PM 3:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 6, 1996

ORDER TIME : 5:0 PM

ORDER NO. : 179604-005

CUSTOMER NO: 4369500

600002023186--0

CUSTOMER: Judy Diamond, Legal Assistant
MCDERMOTT, WILL & EMERY

W96-25803

201 South Biscayne Boulevard
22nd Floor
Miami, FL 33131-4335

DOMESTIC FILING

NAME: PH II, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michael E. Klunk

EXAMINER'S INITIALS:

RECEIVED
96 DEC -9 PM 3:50
SECRETARY OF STATE

12-10-96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 9, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

SUBJECT: PH II, INC.
Ref. Number: W96000025803

We have received your document for PH II, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

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) 487-6927.

Kathy Hyman
Document Specialist

Letter Number: 496A00055051

RESUBMIT

Please give original
submission date as file date.

ARTICLES OF INCORPORATION
OF
PH III, INC.

FILED
96 DEC -9 PM 3:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

PH III, INC.

The address of the principal office of this corporation shall be 1615 South Congress Avenue, Suite 200, Delray Beach, Florida 33444, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Robert Totte
Director

1615 South Congress Avenue, Suite 200
Delray Beach, Florida 33444

ARTICLE VII. INCORPORATOR

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

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on December 6, 1996.

Deborah D. Skipper
It's Agent, Deborah D. Skipper
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: Deborah D. Skipper
It's Agent, Deborah D. Skipper
Authorized Service Representative
Corporation Service Company

MKE

FILED
96 DEC -9 PM 3:49
TALLAHASSEE, FLORIDA

P96000099754

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

PEACOCK HOLDINGS, INC., a Delaware corporation, not qualified in Florida

INTO

PH III, INC., a Florida corporation, P96000099754.

File date: December 24, 1996 , effective December 29, 1996

Corporate Specialist: Joy Moon-French

P96000099754

Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

300002037803--7
-12/24/96--01175--015
*****35.00 *****35.00

300002037803--7
-12/24/96--01175--016
*****35.00 *****35.00

PH III, Inc.

96 DEC 24 PM 4:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

- ☐ Profit ☐ Amendment ☒ Merger
- ☐ NonProfit ☐ Dissolution/Withdrawal ☐ Mark
- ☐ Limited Liability Co.
- ☐ Foreign ☐ Annual Report ☐ Other
- ☐ Limited Partnership ☐ Reservation ☐ Change of R.A.
- ☐ Reinstatement ☐ Fictitious Name Filing
- ☐ Certified Copy ☐ Photo Copies ☐ CUS
- ☐ Call When Ready ☐ Call if Problem ☐ After 4:30
- ☒ Walk In ☐ Will Wait ☒ Pick Up
- ☐ Mail Out

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

EFFECTIVE DATE
12-29-96

CR2E031 (1-89)

12/24
12/26
J. J. J. J.

ARTICLES OF MERGER
OF
PEACOCK HOLDINGS, INC.
INTO
PH III, INC.

FILED

96 DEC 24 PM 4:15

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned corporations, pursuant to Section 607.1107 of the Florida Business Corporation Act hereby execute the following Articles of Merger:

FIRST: The names of the corporations proposing to merge and the names of the states under the laws of which such corporations are organized are as follows:

Name of corporation

State of incorporation

EFFECTIVE DATE
12-29-96

Peacock Holdings, Inc.
PH III, Inc.

Delaware
Florida

SECOND: The laws of the State of Delaware under which Peacock Holdings, Inc. (the "Merged Corporation") is organized permit such merger and the Merged Corporation is complying with those laws in effecting the merger.

THIRD: PH III, Inc. (the "Surviving Corporation") complies with the applicable provisions of Sections 607.1101 - 607.1105 F.S.

FOURTH: The Agreement and Plan of Merger is set forth on Exhibit A hereto.

FIFTH: The effective date of the merger shall be December 29, 1996.

SIXTH: Pursuant to 607.1103(7) F.S., approval of the merger by the shareholders of the Surviving Corporation is not required.

SEVENTH: The Agreement and Plan of Merger was adopted by the shareholders of the Merged Corporation on the 17th day of December, 1996 and was adopted by the Board of Directors of the Surviving Corporation on the 17th day of December, 1996.

Signed this 17th day of December, 1996.

PH III, INC.

By: Robert P. Tottle
Printed Name: Robert P. Tottle
Its: President

PEACOCK HOLDINGS, INC.

By: Janet Kelley
Printed Name: Janet Kelley
Its: Vice President

EXHIBIT A
AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated this 17th day of December, 1996, between PH III, Inc. (the "Surviving Corporation"), a Florida corporation, and Peacock Holdings, Inc. (the "Merged Corporation"), a Delaware corporation (together, the "Constituent Corporations").

WHEREAS, all of the Constituent Corporations desire to merge into a single corporation.

NOW, THEREFORE, the Constituent Corporations, in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

FIRST: The Merged Corporation hereby merges with and into the Surviving Corporation. The Surviving Corporation shall be the corporation surviving the merger.

SECOND: The Articles of Incorporation of the Surviving Corporation, as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Articles of Incorporation of the corporation surviving the merger.

THIRD: The manner of converting the outstanding shares of the capital stock of the Constituent Corporations shall be as follows:

I. Each share of common stock of the Surviving Corporation which is issued and outstanding on the effective date of this merger shall remain issued and outstanding.

II. Each share of common stock of the Merged Corporation which is issued and outstanding on the effective date of this merger shall be cancelled and retired.

FOURTH: The terms and conditions of the merger are as follows:

(a) The bylaws of the Surviving Corporation as they shall exist on the effective date of this merger shall be and remain the bylaws of the Surviving Corporation until the same shall be altered, amended or repealed as therein provided.

(b) The directors and officers of the Surviving Corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) The effective date of the merger shall be December 29, 1996.