

P96000/02836

1201 HAYS STREET

800-342-8086

TALLAHASSEE, FL 32307

904-222-9171

904-222-0393 FAX



PRENTICE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 197206 5021572

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Pizutto*

ORDER DATE : December 20, 1996

ORDER TIME : 12:07 PM

ORDER NO. : 197206-005

CUSTOMER NO: 5021572

000002035370--2

CUSTOMER: Ms. Jane Walker  
GROCK LOFTIS & ABRAMSON

Suite 200  
126 East Jefferson Street  
Orlando, FL 32801

DOMESTIC FILING

NAME: J. COLEMAN & ASSOCIATES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS:

*W-26786  
KR 12.20  
12.23.96*

FILED  
96 DEC 20 AM 11:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
96 DEC 20 PM 1:19  
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 20, 1996

CSC NETWORKS  
1201 HAY STREET  
TALLAHASSEE, FL 32301-2607

SUBJECT: J. COLEMAN & ASSOCIATES  
Ref. Number: W96000026786

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for J. COLEMAN & ASSOCIATES and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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) 487-6932.

Kimberly Rolfe  
Document Specialist

Letter Number: 296A00056860

ARTICLES OF INCORPORATION  
OF  
J. COLEMAN & ASSOCIATES, INC.

FILED  
96 DEC 20 AM 11:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation hereby forms a corporation under the Florida Business Corporations Act.

ARTICLE I  
Name of Corporation

The name of the corporation is:

J. COLEMAN & ASSOCIATES, INC.

ARTICLE II  
Commencement of Business

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE III  
Purpose

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

ARTICLE IV  
Capital Stock

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is one hundred thousand (100,000) shares of Common Stock, par value \$.01 per share. The consideration to be paid for each share shall be fixed by the board of directors, and such consideration may consist of any intangible or tangible property or benefit to the corporation, with a value, in the judgment of the board of directors, deemed appropriate.

ARTICLE V  
Term of Existence

This corporation is to exist perpetually.

**ARTICLE VI**  
**Principal Place of Business**

The initial street address in this state of the principal office of this corporation is 1304 Crown Isle Circle, Apopka, FL 32712. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

**ARTICLE VII**  
**Incorporator**

The name and street address of the incorporator is:

**Name**

**Address**

Kathryn Ricciardelli

1304 Crown Isle Circle  
Apopka, FL 32712

The incorporator of this corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

**ARTICLE VIII**  
**Initial Board of Directors**

The corporation shall have one (1) director initially. The name and address of the initial director is as follows:

**Name**

**Address**

Kathryn Ricciardelli

1304 Crown Isle Circle  
Apopka, FL 32712

**ARTICLE IX**  
**Initial Registered Office and**  
**Registered Agent**

The initial designation of the registered office of this corporation is 1304 Crown Isle Circle, Apopka, FL 32712, and the registered agent at this address is Kathryn Ricciardelli.

**ARTICLE X**  
**Amendments**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal this 16<sup>th</sup> day of December, 1996.

  
Kathryn Ricciardelli, Incorporator

**CERTIFICATE OF DESIGNATION  
OF  
REGISTERED AGENT**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That J. COLEMAN & ASSOCIATES,<sup>INC.</sup> desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, at 1304 Crown Isle Circle, Apopka, FL 32712, County of Orange, State of Florida, has name Kathryn Ricciardelli, City of Apopka, County of Orange, State of Florida, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT**

Having been named as registered agent to accept service of process for the corporation named above, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in that 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.

REGISTERED AGENT:

  
Kathryn Ricciardelli

forms/corp/Colemanarts

FILED  
96 DEC 20 AM 11:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96  
DEC 23 AM 11:11  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FAX AUDIT NUMBER H96000017901 5**

**ARTICLES OF INCORPORATION  
OF**

***C.E. Holdings, Inc.***

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

The name of the corporation is *C.E. Holdings, Inc.* (the "Corporation").

**ARTICLE II**

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

**ARTICLE III**

The Corporation is authorized to issue *Ten Thousand (10,000)* shares of common stock, with a par value of *\$1.00* per share.

**ARTICLE IV**

The address of the principal office of the Corporation, and its mailing address, is *601 Brickell Key Drive, Suite 805, Miami, Florida 33131*.

**ARTICLE V**

The street address of the Corporation's initial registered office is *601 Brickell Key Drive, Suite 805, Miami, Florida 33131* and the name of the initial registered agent at such office

**Preparer:**

**Ricardo Bajandas**

**Allen & Galego\*\* (see fictitious name filing for registered agent)**

**Attorneys at Law**

**601 Brickell Key Drive, Suite 805**

**Miami, Florida 33131**

**Ph. (305) 372-3300**

**FL BAR NO. 0987750**

**FAX AUDIT NUMBER H96000017901 5**

FAX AUDIT NUMBER H96000017901 5

is the law office of *Allen & Galego*.

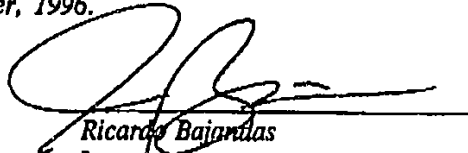
#### ARTICLE VI

The Corporation shall indemnify, and advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a director or officer of the Corporation, or any person who is or was serving at the request of the Corporation as a director or officer of another corporation, no employee or agent of the Corporation may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

#### ARTICLE VII

The name and address of the incorporator of the Corporation is *Ricardo Bajandas, Allen & Galego, 601 Brickell Key Drive, Suite 805, Miami, Florida 33131*.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of the 23 day of December, 1996.

  
Ricardo Bajandas  
Incorporator

FAX AUDIT NUMBER H96000017901 5


FAX AUDIT NUMBER H96000017901 5ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for *C.E. Holdings, Inc.*, at the place designated in the articles of incorporation: (i) I agree to act in this capacity; (ii) I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and (iii) I accept the duties and obligations of acting as registered agent pursuant to Section 607.0505 of the Florida Business Corporation Act.

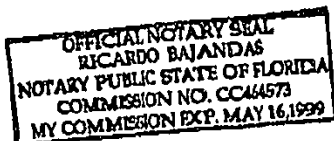
Dated as of the 21<sup>st</sup> day of *December*, 1996.

Allen &amp; Galego

BY:

  
Robert N. Allen, Jr.  
President

The foregoing instrument was acknowledged before me on this 28<sup>th</sup> day of *December*, 1996 by *Robert N. Allen, Jr.* to me personally known and who have taken the oath.

  
Notary Public, State of Florida*Ricardo Bajandas*  
(Print Name)My Commission Expires: 5/16-99Dated as of the 23<sup>rd</sup> day of *December*, 1996.FAX AUDIT NUMBER H96000017901 5