

GARY CIRONE

P97000040746

500 Clark Road  
Suite L-2  
Sarasota, FL 34234 34233

Phone 941/925-3949

April 21, 1997

State of Florida  
Secretary of State  
Bureau of Corporate Records  
409 E. Gaines Street  
Tallahassee, FL 32399

RE: C & N CORPORATION

6.000002151894-8  
-04/23/97 -01062--0 3  
\*\*\*122.50 \*\*\*122.50

Dear Sir or Madam:

We are enclosing an original and one copy of Articles of Incorporation for filing on behalf of the subject corporation. Please find enclosed a check for the filing fee of \$122.50. Please file the Articles, certify the enclosed copy and return the certified copy to us in the enclosed UPS envelope. Payment for UPS will be automatically charged to the indicated account on the mailing label.

Should you have any questions regarding the enclosed, please call me or my assistant Nancie Mika at the above number. Thank you for your assistance in this regard.

Sincerely,



GARY CIRONE

Enc: 2

FILED  
97 MAY -7 PM 3:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

enc 5/7/97



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 24, 1997

NANCIE MIKA  
3900 CLARK ROAD  
SUITE L-2  
SARASOTA, FL 34233

SUBJECT: C & N CORPORATION  
Ref. Number: W97000009529

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

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6067.

Neysa Culligan  
Document Specialist

Letter Number: 597A00021 187

**ARTICLES OF INCORPORATION**  
*of*  
**C & N CORPORATION**

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Florida, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I**  
**CORPORATE NAME**

The name of this corporation is C & N Corporation.

**ARTICLE II**  
**PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office and the mailing address of this corporation shall be

3900 Clark Road, Suite L-2  
Sarasota, FL 34233

**ARTICLE III**  
**SHARES**

The total number of shares which the corporation shall have authority to issue is 1,000 shares of no par value stock.

**ARTICLE IV**  
**REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office shall be the same as the principal address, and the name of its initial registered agent at such address is:

Gary Circone  
3900 Clark Road, Suite L-2  
Sarasota County  
Sarasota, FL 34233

**ARTICLE V**  
**PURPOSE**

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

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97 MAY -7 PM 3:54  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE VI  
DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

Gary Circone  
3900 Clark Road, Suite L-2  
Sarasota, FL 34233

Patrick Neal  
3900 Clark Road, Suite L-2  
Sarasota, FL 34233

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

The directors shall be divided into two classes, the number of directors to be allocated to each class to be as nearly equal as possible and with the term of office in one class expiring each year after the initial annual meeting of shareholders.

**ARTICLE VII  
LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

**ARTICLE VIII  
OTHER PROVISIONS**

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has

the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

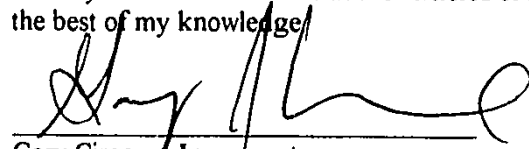
Stock Transfer Restriction No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Corporate Seal The corporation shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate.

Execution of Written Instruments All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

#### Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.



Gary Circone, Incorporator  
3900 Clark Road, Suite L-2  
Sarasota, FL 34233

State of Florida, County of Sarasota, ss:

Subscribed and sworn to (or affirmed) before me this 21 day of April, 1997.

*Patricia B McKinney*  
Notary Public

**Certification**



I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.

*Patrick Neal*  
Patrick Neal, Incorporator  
3900 Clark Road, Suite L-2  
Sarasota, FL 34233

State of Florida, County of Sarasota, ss:

Subscribed and sworn to (or affirmed) before me this 21 day of April, 1997.

*Patricia B McKinney*  
Notary Public



C & N CORPORATION

**ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

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

Dated this 1<sup>ST</sup> day of May 1997.

  
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Gary Circone, Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA