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May 30, 1997

Corporate Records Bureau  
Division of Corporations  
Florida Department of State  
409 E. Gaines Street  
Tallahassee, Florida 32399

EFFECTIVE DATE  
5-30-97

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-06/04/97--01050--014  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Sitios Holding Corporation  
Our File No. COGU-3

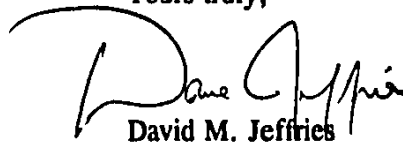
Dear Sir or Madam:

On behalf of our captioned client, enclosed are an original and one copy of its Articles of Incorporation, together with our firm check in the amount of \$70.00 in payment of the following charges:

- |    |  |              |
|----|--|--------------|
| 1. | Filing Fee for Articles of Incorporation | \$35.00      |
| 2. | Registered Agent Fee                     | <u>35.00</u> |
|    |  | \$70.00      |

Please file the original Articles of Incorporation and the certificate designating Registered Agent and return to me a date stamped copy of the Articles as filed. Thank you for your assistance in this matter. If you have any questions, please do not hesitate to contact me or my assistant Stephanie Conn.

Yours truly,

  
David M. Jeffries

FILED  
97 JUN -4 PM 4: 01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DMJ/src  
Enclosures  
cc: Sam Corson  
James Guagliardo  
124547.01

AL JUN - 5 1997

EFFECTIVE DATE  
5-30-97

ARTICLES OF INCORPORATION  
OF  
SITIOS HOLDING CORPORATION

FILED  
97 JUN -4 PH 4:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of the captioned corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

Corporate Name and Principal Office

The name of this corporation is SITIOS HOLDING CORPORATION and its principal office is 216 Hyde Park Place, Apartment 2, Tampa, Florida 33606 and its mailing address is P.O. Box 18262, Tampa, Florida 33679-8262.

ARTICLE II

Commencement of Corporate Existence

The corporation shall come into existence on May 30, 1997.

ARTICLE III

General Nature of Business

The corporation may transact any lawful business for which corporations may be incorporated under Florida law.

ARTICLE IV

Capital Stock

The aggregate number of shares of stock authorized to be issued by this corporation shall be 7,500 shares of common stock, each with a par value of \$.01. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be 220 South Franklin Street, Tampa, Florida 33602, and the initial registered agent of the corporation at such address is David M. Jeffries.

ARTICLE VI

Incorporator

The name and address of the corporation's incorporator is:

<u>Name</u>	<u>Address</u>
Stephanie R. Conn	220 South Franklin Street Tampa, Florida 33602

**ARTICLE VII**

**By-Laws**

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.

**ARTICLE VIII**

**Indemnification**

If in the judgment of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in §607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by §607.0850, as then in effect, or by any successor law thereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles this 29th day of May, 1997.

  
Stephanie R. Conn

124547.01

**CERTIFICATE DESIGNATING  
REGISTERED AGENT**

Pursuant to the provisions of §§48.091 and 607.0501, Florida Statutes, SITIOS HOLDING CORPORATION, desiring to organize under the laws of the State of Florida, hereby designates David M. Jeffries, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 220 South Franklin Street, Tampa, Florida 33602, the business office of its Registered Agent, as its Registered Office.

SITIOS HOLDING CORPORATION

By: Stephanie R. Conn  
Stephanie R. Conn, Incorporator

**ACKNOWLEDGMENT**

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act as such in accordance with the provisions of §§48.091 and 607.0505, Florida Statutes.

David M. Jeffries  
David M. Jeffries

124547.01

**FILED**  
97 JUN -14 PM 4:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA